

EXHIBIT D

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

HADRON INDUSTRIES, INC. and
KLEE DIENES,
Plaintiffs

v.

TRIANGLE EXPERIENCE GROUP, INC.,
ALQIMI ANALYTICS & INTELLIGENCE,
LLC, ROBERT E. CLARE, JR., and SEAN
McCLUSKEY,
Defendants

CIVIL ACTION
NO. 1:18-cv-10830-LTS

**DECLARATION OF CAMERON FLANAGAN IN SUPPORT OF DEFENDANTS
TRIANGLE EXPERIENCE GROUP, INC., ROBERT E. CLARE, JR. AND SEAN
McCLUSKEY'S REPLY BRIEF IN SUPPORT OF THEIR MOTION TO DISMISS FOR
LACK OF PERSONAL JURISDICTION AND IMPROPER VENUE, OR IN THE
ALTERNATIVE, TO TRANSFER
VENUE TO THE EASTERN DISTRICT OF VIRGINIA**

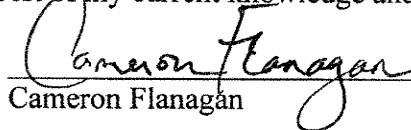
1. I, Cameron Flanagan, being of legal age and competent to attest to the matters set forth herein do hereby affirm and state as follows.
2. I am an advisor to Triangle Experience Group, Inc. ("TEG").
3. My role with TEG includes responsibility for organization of corporate records routinely maintained in the course of TEG's business.
4. Therefore, I have firsthand knowledge pertinent to the matters addressed herein.
5. Appendix 1 attached hereto is a true and accurate copy of a Certificate of Registration for Hadron Industries, Inc. ("Hadron") filed with the Secretary of State for the Commonwealth of Massachusetts on April 3, 2018. I retrieved this copy directly from the website for the Massachusetts Secretary of State.
6. Appendix 2 attached hereto is a true and accurate copy of the registration details for Hadron on the System for Award Management, known as SAM.gov, a website for government contractors. I retrieved this copy directly from the website. Notably, Hadron's address is listed as 90 Airport Road, Concord, NH.
7. Appendix 3 attached hereto is a true and accurate copy of the registration of the trademarks for Hadron's "Photon" technology as referenced in the Complaint in this

action. I retrieved this copy from a patent lawyer who has access to the Trademark Electronic Search System. Notably, the registered owner of this trademark is Klee Dienes, and the owner's address is listed in Concord, NH.

8. Appendix 4 is a true and accurate copy of Hadron's "cease and desist" letter referenced in the Complaint. Notably, Hadron's address on its company letterhead is identified as 90 Airport Road, Concord, NH.
9. Appendix 5 is another document created on or about April 2015 based on its metadata showing Hadron's address to be 90 Airport Road in Concord, NH.
10. Appendix 6 attached hereto is a true and accurate copy of Kwindla Kramer's letter dated January 2, 2014 granting Hadron permission to use Oblong Industries, Inc.'s offices in Boston, Los Angeles, and Washington, D.C.
11. Appendix 7 attached hereto is a true and complete copy of e-mails between TEG and Hadron confirming the sending of the equipment referred to in Exhibit I to Klee Dienes' ("Dienes") Declaration to New Hampshire.
12. Appendix 8 attached hereto is a true and accurate copy of e-mails between TEG and Matt Burton ("Burton") of Hadron discussing that Hadron was still in the process of "setting up" its Cambridge office as of Fall 2016.
13. Appendix 9 attached hereto is a true and accurate copy of e-mails from Burton discussing Hadron's efforts to secure space at Draper Laboratories.
14. Appendix 10 attached hereto is a true and accurate copy of the lease for Hadron's "Cambridge office" dated November 11, 2015.
15. Appendix 11 attached hereto is a spreadsheet record chronicling the items and resources still needed for Hadron's "Cambridge office" to be functional as of October 2016.
16. Appendix 12 attached hereto is a true and accurate copy of an e-mail dated July 17, 2015 listing locations in which Hadron did some business, and omitting any reference to a Boston location.
17. Appendix 13 attached hereto is a true and accurate copy of an e-mail dated April 14, 2015, together with a true and accurate copy of attached files, sent by Franklin Tanner ("Tanner") of Hadron to Sean McCluskey of TEG, identifying the "virtual machine" computer servers then in use by Hadron and their respective locations, none of which were located in Massachusetts.
18. Appendices 14A – 14C attached hereto are true and accurate copies of government contract bids, statements of work, technical volumes, and other documents produced by Hadron identifying its location as 90 Airport Road, Concord, NH and never any location in Massachusetts.

19. Appendices 15A-15B attached hereto are true and accurate copies of official correspondence from Hadron on its letterhead. Notably, the letterhead in each case identifies Hadron's location as 90 Airport Road, Concord, NH.
20. Appendix 16 is a copy of the Federal Acquisition Regulations (FAR) that delineates the process of government supervising contracts.

Under the pains and penalties of perjury, I hereby certify that the foregoing is true and complete to the best of my current knowledge and belief.


Cameron Flanagan

9/7/18
Date

APPENDIX 1

**F
FPC**

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Foreign Corporation
Certificate of Registration
(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

FORM MUST BE TYPED

- (1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

Hadron Industries, Inc.

- (2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

Hadron Industries, Inc.

If applicable, please attach:

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

- (3) Jurisdiction of incorporation: State of New Hampshire, Secretary of State

Date of incorporation: November 18, 2010 Duration if not perpetual: _____
(month, day, year)

- (4) Street address of principal office: 90 Airport Road, Concord, NH, 03301
(number, street, city or town, state, zip code)

- (5) Street address of registered office in the commonwealth: 82 Wendell Ave. STE 100 Pittsfield MA 01201
(number, street, city or town, state, zip code)

Name of registered agent in the commonwealth at the above address: Registered Agents Inc.

I, Registered Agents Inc.
registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.*

* Or attach registered agent's consent hereto.

To: Secretary of the Commonwealth of Mass Page 3 of 6 2018-04-03 14:47:05 (GMT)

18016726056 From: Matthew Burton

(6) Fiscal year end: December 31*(month, day)*

(7) Brief description of the corporation's activities to be conducted in the commonwealth:

Computer hardware, software, and design services, and all other lawful purposes

(8) Names and business addresses of its current officers and directors:

	NAME	BUSINESS ADDRESS
President:	Klee Dienes	11 Essex St, Cambridge, MA 02139
Vice-president:		
Treasurer:		
Secretary:	Matthew Burton	11 Essex St, Cambridge, MA 02139
Assistant secretary:		
Director(s):		

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: _____

To: Secretary of the Commonwealth of Mass Page 4 of 6 2018-04-03 14:47:05 (GMT)

18016726056 From: Matthew Burton

Signed by:



(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☒ Other officer,
- ☐ Court-appointed fiduciary,

on this 31st day of March, 2018.

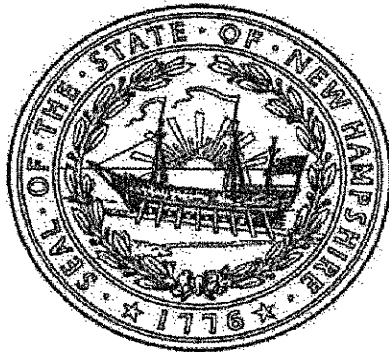
State of New Hampshire Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that HADRON INDUSTRIES, INC. is a New Hampshire Profit Corporation registered to transact business in New Hampshire on November 18, 2010. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 638959

Certificate Number : 0004064406



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 29th day of March A.D. 2018.

A handwritten signature in black ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

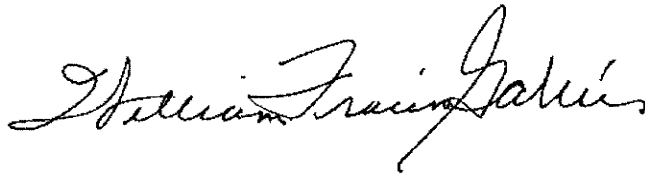
MA SOC Filing Number: 201899707960 Date: 4/3/2018 10:51:00 AM

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

April 03, 2018 10:51 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

APPENDIX 2

A NEW WAY TO SIGN IN - If you already have
a SAM account, use your **SAM email** for login.gov.

[Log In](#)
[Login.gov FAQs](#)

ALERT - June 11, 2018: Entities registering in SAM must submit a [notarized letter](#) appointing their authorized Entity Administrator. Read our [updated FAQs](#) to learn more about changes to the notarized letter review process and other system improvements.

Entity Dashboard

[Entity Overview](#)

[Entity Registration](#)

- [Core Data](#)
- [Assertions](#)
- [Reps & Certs](#)
- [POCs](#)

[Exclusions](#)

- [Active Exclusions](#)
- [Inactive Exclusions](#)
- [Excluded Family Members](#)

[RETURN TO SEARCH](#)

Hadron Industries, Inc.

DUNS: 965560787 CAGE Code: 67NM8

Status: Active

90 Airport Rd
Concord, NH, 03301-5326 ,
UNITED STATES

Expiration Date: 09/12/2018

Purpose of Registration: All Awards

Entity Overview

Entity Registration Summary

Name: Hadron Industries, Inc.
Business Type: Business or Organization
Last Updated By: Matthew Burton
Registration Status: Active
Activation Date: 09/12/2017
Expiration Date: 09/12/2018

Exclusion Summary

Active Exclusion Records? No



IBM v1.P.17.20180610-1045

WWW4

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[GSA.gov/IAE](#)
[GSA.gov](#)
[USA.gov](#)

This is a U.S. General Services Administration Federal Government computer system that is "FOR OFFICIAL USE ONLY." This system is subject to monitoring. Individuals found performing unauthorized activities are subject to disciplinary action including criminal prosecution.

APPENDIX 3



Hadron Industries, Inc

Comprehensive Trademark Search Report

9/29/2015

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DISCLAIMER

The following trademark search report includes records of the United States Patent and Trademark Office, state registered trademarks, and common law marks. The trademark search report aims to find trademarks which could potentially conflict with the proposed trademark (which is the subject of this trademark search). That being said, as the interpretation of whether or not two trademarks conflict is inherently subjective, Gerben Law Firm PLLC disclaims that the following report covers every possible conflict associated with the proposed trademark. Therefore, any liability regarding the aforementioned services is limited to a full refund of the search fee paid. Acceptance of this ensuing report constitutes acceptance of the aforementioned terms.

The marks listed in the Common Law section are not intended to represent the only marks which could potentially create risk, but rather a general sampling of similar businesses which we use to base our risk assessment. Unfortunately, we have no way to predict which businesses would attempt to enforce their common law trademark rights, and, no control over the results that internet and electronic search engines return on queries. As a result there is always a potential that a company not listed in this report will choose to pursue a lawsuit.



Executive Trademark Summary

PHOTON

TRADEMARK OWNER Hadron Industries, Inc

OWNER ADDRESS 115 Hoit Rd
Concord, NH 03301

DATE OF FIRST USE 1/21/2014

PRODUCTS / SERVICES 09: Computer software and hardware for processing multiple data inputs and allowing users to securely view data remotely; Computer software and hardware for processing multiple visual inputs and allowing users to securely view visual inputs remotely; Computer servers; Computer hardware for processing multiple sensory arrays and data inputs and securely transmitting the processed information to remote users

SNAPSHOT OF RISKS

FEDERAL

Risk: HIGH

Noted Marks:

- PHOTON
- PHOTON
- PHOTON
- PHOTON
- PHOTON
- PHOTON COMMUNICATION S
- PHOTONLITE
- PHOTON KINETICS
- BITDEFENDER PHOTON

STATE

Risk: LOW

Noted Marks:

- PHOTON OF YOUTH
- PHOTON STIMULATOR

COMMON LAW

Risk: HIGH

Noted Marks:

- PHOTON SOFTWARE INC.
- PHOTON SOFTWARE
- PHOTON SOFTWARE
- PHOTON STAR
- PHOTON 4G
- PHOTON PLUS DIALER
- PHOTON FLASH PLAYER

Please remember: there is always a risk of denial of a trademark application because it must be reviewed and approved by a U.S. government attorney.

Trademark Search Results & Opinion Letter





September 29, 2015

Matthew Burton
Hadron Industries, Inc
115 Hoit Rd
Concord, NH 03301
matthew.burton@hadronindustries.com

Re: PHOTON Trademark Search

Dear Matthew,

I have completed a federal, state, and common law trademark search on your proposed trademark using the information provided in the Executive Summary as the scope for the search. Please review the formal opinion letter that follows. The most relevant records found in the searches have been pulled for your review and are on the pages that follow this letter.

Federal Search:

The *federal trademark search* scours the United States government trademark database to find any pending trademark applications which are similar to your proposed trademark and any trademarks similar to your proposed trademark which have been approved and registered by the United States government. Any similar pending trademark application or any similar registered trademark can result in the denial of your trademark application. The standard that the USPTO will apply to determine whether or not your trademark is too similar to a pending trademark application or registered trademark to allow for registration is whether consumer confusion could occur as the result of both trademarks being used in commerce. In order to answer this question the USPTO will compare the similarity of the trademarks and the similarity of the services and/or products which the trademarks will represent.

In this search, the United States Patent and Trademark Database search produced some trademarks which should be noted. These trademarks may present a problem for registration of your trademark in that the United States Patent and Trademark Office could cite these trademarks as being too similar to your proposed trademark. In particular, I am concerned about the following trademarks:

- PHOTON
- PHOTON
- PHOTON
- PHOTON

In this case, the trademarks appear to be similar and are for similar goods and/or services. This creates a heightened level of concern that the USPTO could deny your application based on these pre-existing trademarks. If we proceed, there is a HIGH risk that your application could be denied.

Finally, you should be aware that the owners of any similar trademarks could always oppose your trademark application and/or pursue an infringement action against you or your company. Therefore, you should calculate this risk before proceeding.



State Search:

The *state trademark search* finds any pre-existing trademark which has been approved and registered by any state government. This means we searched all 50 state government databases to look for any pre-existing state trademarks which are similar to your proposed trademark. Any similar pre-existing state trademark can cause liability for your company if you conduct business in the state in which the pre-existing trademark is registered. The good news is that once we file your federal trademark application, any application subsequently filed with a state government would be pre-empted by your federal trademark.

In this search we found no confusingly similar state-based trademark registrations. Therefore, the use of your trademark will most likely not cause any infringement issues with a pre-existing state-based trademark registration.

Common Law Search:

The *common law trademark search* searches for any pre-existing non-registered trademark which is being used to sell products and/or services in the United States. This means we search business directories, phone books, relevant industry publications and the Internet for any use of your proposed trademark in commerce. We conduct this search because both U.S. federal and state laws provide common law rights to owners of a non-registered trademark. Therefore, if someone is using a same or similar trademark in commerce but has not registered the mark, this individual or company could still assert common law rights in either a state or federal court, regardless of whether or not the USPTO approves your trademark application. The good news is that once we file your federal trademark application, no other individual or company can begin any non-registered or common law use of a trademark that is confusingly similar or identical to your trademark without infringing on your rights.

In this search we found some usage of non-registered trademark(s) which could be considered confusingly similar to your proposed trademark. Therefore, it is possible that the trademarks shown in the common law section of the report below have established common law rights.

While an existing common law trademark will not impede your ability to obtain a federal trademark registration, the owners of these trademarks could attempt to enforce the rights afforded to them under federal and/or state law against you. They could challenge your federal trademark registration at any time and/or pursue a trademark infringement action against you.

In this case, if you decide to move forward with the registration and use of your trademark, I believe there will be a HIGH risk of a trademark infringement lawsuit based on a pre-existing common law trademark. That being said, it should be noted that individuals or companies who have not registered a trademark are generally less likely to pursue a trademark infringement than those who have registered a trademark.

If you have any questions regarding the results of this search please let me know. The actual results follow on the subsequent pages.

Sincerely,

A handwritten signature in dark ink, appearing to read 'J. Gerben'.

Joshua M. Gerben, Esq.

Enclosure

PHOTON - Federal Trademark Search





Federal Search

PHOTON

Word Mark	PHOTON
Goods and Services	<p>IC 009. US 021 023 026 036 038. G & S: COMPUTER SOFTWARE FOR DEVELOPMENT, OPERATION AND PUBLICATION OF CONNECTED APPLICATIONS, INCLUDING MULTIPLAYER VIDEO GAMES, ON ANY COMPUTERIZED PLATFORM, INCLUDING PERSONAL COMPUTERS, DEDICATED GAMING CONSOLES, HAND HELD DEVICES AND MOBILE PHONES. FIRST USE: 20090401. FIRST USE IN COMMERCE: 20090401</p> <p>IC 038. US 100 101 104. G & S: TELECOMMUNICATIONS SERVICES, NAMELY, CROSS-PLATFORM TRANSMISSION OF CONTENT IN CONNECTION WITH CONNECTED APPLICATIONS, INCLUDING MULTIPLAYER VIDEO GAMES; WIRELESS COMMUNICATIONS SERVICES, NAMELY, CROSS-PLATFORM TRANSMISSION OF CONTENT IN CONNECTION WITH CONNECTED APPLICATIONS, INCLUDING MULTIPLAYER VIDEO GAMES. FIRST USE: 20090401. FIRST USE IN COMMERCE: 20090401</p> <p>IC 042. US 100 101. G & S: COMPUTER SOFTWARE DEVELOPMENT SERVICES FOR OTHERS ON ANY COMPUTERIZED PLATFORM, INCLUDING PERSONAL COMPUTERS, DEDICATED GAMING CONSOLES, HAND HELD DEVICES AND MOBILE PHONES; WEB SITE DEVELOPMENT SERVICES FOR OTHERS. FIRST USE: 20090401. FIRST USE IN COMMERCE: 20090401</p>
Standard Characters Claimed	
Mark Drawing Code	(4) STANDARD CHARACTER MARK
Serial Number	86318032
Filing Date	June 23, 2014
Current Basis	1A
Original Filing Basis	1A
Published for Opposition	November 18, 2014
Registration Number	4681513
Registration Date	February 3, 2015
Owner	(REGISTRANT) Exit Games GmbH CORPORATION FED REP GERMANY Hongkongstr. 7 20457 Hamburg FED REP GERMANY
Attorney of Record	Hillel I. Parness
Type of Mark	TRADEMARK. SERVICE MARK
Register	PRINCIPAL
Live/Dead Indicator	LIVE



Federal Search

PHOTON

Word Mark PHOTON

Goods and Services IC 009. US 021 023 026 036 038. G & S: Downloadable computer operating system software for use with virtualized software containers and cloud-hosted software applications

Standard Characters Claimed

Mark Drawing Code (4) STANDARD CHARACTER MARK

Serial Number 86601529

Filing Date April 17, 2015

Current Basis 1B

Original Filing Basis 1B

Owner (APPLICANT) VMware, Inc. CORPORATION DELAWARE 3401 Hillview Avenue Palo Alto CALIFORNIA 94304

Attorney of Record Brett A. August

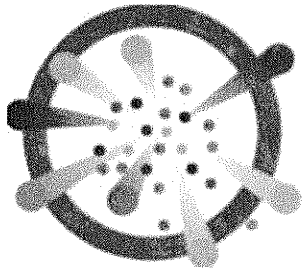
Type of Mark TRADEMARK

Register PRINCIPAL

Live/Dead Indicator LIVE



Federal Search



PHOTON

Word Mark PHOTON

Goods and Services IC 009. US 021 023 026 036 038. G & S: Downloadable computer operating system software for use with virtualized software containers and cloud-hosted software applications

Mark Drawing Code (3) DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS

Design Search Code 25.03.05 - Backgrounds covered with dots; Dotted backgrounds
 26.01.02 - Circles, plain single line; Plain single line circles
 26.17.07 - Heat, lines depicting; Lines depicting speed, propulsion, heat or wind; Propulsion, lines depicting; Speed, lines depicting; Wind, lines depicting
 26.19.01 - Spheres (geometric)

Serial Number 86601535

Filing Date April 17, 2015

Current Basis 1B

Original Filing Basis 1B

Owner (APPLICANT) VMware, Inc. CORPORATION DELAWARE 3401 Hillview Avenue Palo Alto ILLINOIS 94304

Attorney of Record Brett A. August

Description of Mark Color is not claimed as a feature of the mark. The mark consists of a circle with spheres and dots followed by the word PHOTON in all capital letters.

Type of Mark TRADEMARK

Register PRINCIPAL

Live/Dead Indicator LIVE



Federal Search

PHOTON

Word Mark PHOTON

Goods and Services IC 009. US 021 023 026 036 038. G & S: computer software for transmitting patient medical information to a remote health care provider in a secure manner. FIRST USE: 20130808. FIRST USE IN COMMERCE: 20130808

Standard Characters Claimed

Mark Drawing Code (4) STANDARD CHARACTER MARK

Serial Number 85478907

Filing Date November 22, 2011

Current Basis 1A

Original Filing Basis 1B

Published for Opposition May 8, 2012

Registration Number 4433077

Registration Date November 12, 2013

Owner (REGISTRANT) Photon Medical Communications, LLC LIMITED LIABILITY COMPANY ARIZONA 525 North 18th Street, No. 503 Phoenix ARIZONA 85006

Attorney of Record Andrea L. Stone

Type of Mark TRADEMARK

Register PRINCIPAL

Live/Dead Indicator LIVE



Federal Search

Typed Drawing

Word Mark	PHOTON
Goods and Services	IC 009. US 021 023 026 036 038. G & S: computer software which facilitates the creation and execution of visual programs and manuals relating thereto sold together as a unit. FIRST USE: 19950800. FIRST USE IN COMMERCE: 19950800
Mark Drawing Code	(1) TYPED DRAWING
Serial Number	75283347
Filing Date	April 29, 1997
Current Basis	1A;44D
Original Filing Basis	1A;44D
Published for Opposition	March 3, 1998
Registration Number	2160457
Registration Date	May 26, 1998
Owner	(REGISTRANT) QNX SOFTWARE SYSTEMS LTD. CORPORATION CANADA 175 Terence Matthews Crescent Kanata, Ontario CANADA K2M 1W8 (LAST LISTED OWNER) BLACKBERRY LIMITED CORPORATION ONTARIO 295 PHILLIP STREET WATERLOO, ONTARIO ONTARIO N2L 3W8
Assignment Recorded	ASSIGNMENT RECORDED
Attorney of Record	Alexandra Nicholson, Esq.
Priority Date	October 29, 1996
Type of Mark	TRADEMARK
Register	PRINCIPAL
Affidavit Text	SECT 15. SECT 8 (6-YR). SECTION 8(10-YR) 20080416.
Renewal	1ST RENEWAL 20080416
Live/Dead Indicator	LIVE



Federal Search

Photon Communications

Word Mark	PHOTON COMMUNICATIONS
Goods and Services	IC 009. US 021 023 026 036 038. G & S: Cinematographic projectors; Computer software and computer hardware for use in language localization, by means of language translation, subtitling, dubbing, closed captioning and teletext for feature films, television programs, videos and digital media in general; Computer software to enhance the audio-visual capabilities of multimedia applications, namely, for the integration of text, audio, graphics, still images and moving pictures; Eye glasses; LCD projectors; LCD projectors used to display advertisements; Liquid crystal display (LCD) projectors; Movie editing projectors; Movie projectors; Multimedia projectors; Photographic projectors; Picture projectors; Planetarium projectors; Projectors particularly projectors for the entertainment industry; Self-acting focussing projectors; Slide or photograph projection apparatus; Slide projectors; Sound projectors and amplifiers; Theatre glasses; Video projectors; Visual training aid, namely, non-prescription glasses used for visual training purposes. FIRST USE: 20131019. FIRST USE IN COMMERCE: 20140222
Standard Characters Claimed	
Mark Drawing Code	(4) STANDARD CHARACTER MARK
Serial Number	86229233
Filing Date	March 22, 2014
Current Basis	1A
Original Filing Basis	1A
Published for Opposition	September 23, 2014
Registration Number	4651991
Registration Date	December 9, 2014
Owner	(REGISTRANT) Photon Communications LLC LIMITED LIABILITY COMPANY FLORIDA http://photon-comm.com/ 4362 INDIAN DEER ROAD WINDERMERE FLORIDA 34786
Disclaimer	NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "COMMUNICATIONS" APART FROM THE MARK AS SHOWN
Type of Mark	TRADEMARK
Register	PRINCIPAL
Live/Dead Indicator	LIVE



Federal Search

PHOTONLITE

Word Mark PHOTONLITE

Goods and Services IC 009. US 021 023 026 036 038. G & S: computer software for transmitting patient medical information to a remote health care provider in a secure manner. FIRST USE: 20130808. FIRST USE IN COMMERCE: 20130808

Standard Characters Claimed

Mark Drawing Code (4) STANDARD CHARACTER MARK

Serial Number 86064946

Filing Date September 14, 2013

Current Basis 1A

Original Filing Basis 1A

Published for Opposition February 4, 2014

Registration Number 4517768

Registration Date April 22, 2014

Owner (REGISTRANT) Photon Medical Communications, LLC LIMITED LIABILITY COMPANY ARIZONA 525 North 18th Street No. 503 Phoenix ARIZONA 85006

Attorney of Record Andrea Stone

Type of Mark TRADEMARK

Register PRINCIPAL

Live/Dead Indicator LIVE



Federal Search

Typed Drawing

Word Mark PHOTON KINETICS

Goods and Services IC 009. US 021 023 026 036 038. G & S: FIBER OPTIC TEST AND MEASUREMENT EQUIPMENT - NAMELY, OPTICAL TIME DOMAIN REFLECTOMETERS, DATA LOGGERS/PLOTTERS, OPTICAL FIBER ANALYZERS, VARIABLE APERTURE UNITS, CHROMATIC DISPERSION MEASUREMENT UNITS AND COMPUTER PROGRAMS FOR USE IN FIBER OPTIC MEASUREMENTS; FIBER OPTIC MONITORING EQUIPMENT - NAMELY, ACTIVE FIBER DETECTORS; [AND FIBER OPTIC HANDLING EQUIPMENT - NAMELY, FUSION SPLICERS]. FIRST USE: 19860100. FIRST USE IN COMMERCE: 19860100

Mark Drawing Code (1) TYPED DRAWING

Serial Number 73819491

Filing Date August 14, 1989

Current Basis 1A

Original Filing Basis 1A

Published for Opposition June 5, 1990

Registration Number 1611097

Registration Date August 28, 1990

Owner (REGISTRANT) PHOTON KINETICS INC. CORPORATION OREGON SUITE 150 4900 S.W. GRIFFITH DRIVE BEAVERTON OREGON 97005

(LAST LISTED OWNER) GN NETTEST (OREGON) INC. CORPORATION BY CHANGE OF NAME, BY CHANGE OF NAME OREGON 9405 S.W. GEMINI DRIVE BEAVERTON OREGON 97008

Assignment Recorded ASSIGNMENT RECORDED

Attorney of Record JOHN SMITH-HILL

Disclaimer NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "PHOTON" APART FROM THE MARK AS SHOWN

Type of Mark TRADEMARK

Register PRINCIPAL

Affidavit Text SECT 15. SECT 8 (6-YR). SECTION 8(10-YR) 20010315.

Renewal 1ST RENEWAL 20010315

Live/Dead Indicator LIVE



Federal Search

Bitdefender PHOTON

Word Mark

BITDEFENDER PHOTON

Goods and Services

IC 009. US 021 023 026 036 038. G & S: Anti-malware software applications; computer software for providing network, internet, and computer security; computer software for providing online identity protection and parental control; computer software for scanning, detecting, and removing viruses, worms, trojan horses, adware, spyware, and other malware; internet security software, namely, computer software for use in the monitoring and control of computer and online activity; fraud protection software, computer optimization software; computer software to prevent and diagnose computer problems; enterprise security software; fire wall software; privacy control software; content filtering software; computer software for use in networking applications; computer software for connecting remote computers, for providing security to remote computer users, for implementing computer software and network security measures for remote computer users; computer software for file management and transfer content filtering, intrusion alert, virus protection and other security functions and file serving storage management; computer software for use in file, disk and systems management; computer software for use in data storage management in storage area networks; computer software for monitoring and identifying file, disk, system, and computer network problems and errors; computer software for generating reports from databases; computer software for use in central management of malware threat responses for computers attached to a computer network; computer programs for data communications applications, and for the encryption and authentication of electronic information; computer programs for use in the field of computer system administration, namely, computer programs for managing the software configurations of computer systems and computer networks; embedded software for network monitoring and security

IC 042. US 100 101. G & S: Diagnosis services for computers damaged by malware, maintenance of computer software, computer facilities for digital data storage, computer on-line services for providing information about computer software, data security audit for computer software and networks, computer services, namely, on-line network security via malware monitoring; monitoring of computer software installation, monitoring of computer software updating; computer system analysis, providing temporary use of non-downloadable computer software for malware detection and removal, technical support, namely, troubleshooting for software applications

Mark Drawing Code

(5) WORDS, LETTERS, AND/OR NUMBERS IN STYLIZED FORM

Serial Number

85966441

Filing Date

June 21, 2013

Current Basis

44E

Original Filing Basis

1B;44D

Published for Opposition

November 11, 2014

Registration Number

4766777

Registration Date

July 7, 2015

Owner

(REGISTRANT) BITDEFENDER IPR MANAGEMENT LTD. limited company (Ltd.) CYPRUS Kreontos 12, P.C.1076 Nicosia CYPRUS




Federal Search

Attorney of Record	Hope V. Shovein
Priority Date	March 29, 2013
Prior Registrations	2927133;4159675;4159681;AND OTHERS
Description of Mark	Color is not claimed as a feature of the mark. The mark consists of the word "Bitdefender" in stylized letters with the "B" capitalized, followed by the word "PHOTON" in uppercase stylized letters.
Type of Mark	TRADEMARK. SERVICE MARK
Register	PRINCIPAL
Live/Dead Indicator	LIVE



Federal Search

Other Federal Marks to Consider:

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
US Federal Q6 uf 2	HAMAMATSU PHOTON IS OUR BUSINESS (Stylized) 	SN: 86606668	(Int'l Class: 07) semiconductor manufacturing machines; metalworking machines and tools; glassware manufacturing machines and apparatus; plastic processing machines and apparatus; ceramic product manufacturing... (Int'l Class: 09) laboratory apparatus and instruments; optical machines and apparatus; cinematographic machines and apparatus; photographic machines; measuring machines and instruments; electric or... (Int'l Class: 10) lamps for medical use; analyzing device for medical use; medical apparatus and instruments; ultraviolet radiator units for therapeutic purposes; blood...	Hamamatsu Photonics K.K. (Japan Corp.) 1126-1, Ichino- Cho, Higashi-Ku, Hamamatsu-Shi Shizuoka 435-8558 Japan	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			(Int'l Class: 11) electric lamps and other lighting apparatus; lamps; xenon lamps; deuterium lamps; mercury lamps; discharge lamps; excimer lamps; hollow-cathode lamps; ultraviolet...		
US Federal Q6 uf 3	MAKING PHOTONS COUNT making photons count	RN: 4231885 SN: 79101375	(Int'l Class: 09) scientific apparatus and instruments, namely, photon-detecting instruments, low-noise amplifiers, noise discriminators, light-detecting instruments, electron tubes, radiation detectors, radiation-measuring instruments, voltage... (Int'l Class: 16) printed matter and printed publications, namely, brochures, leaflets, pamphlets, flyers, data sheets, books, booklets, guides, manuals, posters,	Et Enterprises Limited (United Kingdom Limited Company) 45 Riverside Way Uxbridge, Middlesex Ub8 2Yf United Kingdom	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			magazines, journals, periodicals,... (Int'l Class: 42) scientific advisory services; scientific consultancy; scientific testing services; provision and issuance of scientific information; preparation of scientific reports; scientific project...		
US Federal Q9 uf 4	PHOTON PHOTON	RN: 4061316 SN: 85139833	(Int'l Class: 09) cellular phones; cellular phones with electronic messaging capabilities; cellular phones with digital camera and video camera capabilities; cellular phones with mp3, audio, and video player capabilities; cellular phones with electronic game capabilities; cellular phones with two-way radio capabilities; cellular phones...	Motorola Trademark Holdings, LLC (Delaware Limited Liability Company) 600 North U.S. Highway 45 Libertyville Illinois 60048	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
US Federal Q6 uf 6	PHOTONPAINTIN G PhotonPainting	RN: 3520804 SN: 79043883	(Int'l Class: 02) [paints, varnishes, lacquers; colorants; mordants for use in the field of artwork; raw natural resins; metals in foil and... (Int'l Class: 09) [computer software for creating, viewing, manipulating, editing, managing, indexing, cataloguing, sorting, organizing, storing, transferring, synchronizing, printing, and exchanging digital... (Int'l Class: 16) paper and cardboard; paper and cardboard goods, namely, canvas panels for artistic purposes; printed matter, namely, exhibition catalogs in the... (Int'l Class: 41) organizing exhibitions for cultural and educational purposes, namely, public	Dagmar Woyde- Köhler (Germany Citizen) Roonstraße 23 Karlsruhe D76137 Germany	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			presentations of artwork and literature for cultural and educational purposes		
US Federal Q6 uf 9	FO-TON Fo-ton	SN: 86363571	(Int'l Class: 09) computer application software for smart phones, namely, software for an instant photo sharing app	Pantel, Elias, Morgan (United States Citizen) 1052 Palmetto Chico California 95926	
US Federal Q9 uf 11	PHOTON PHOTON	RN: 4055646 SN: 85267031	(Int'l Class: 09) thermal imaging cameras and systems, not for medical use, thermal imaging camera cores, electromagnetic radiation detectors, and accessories, namely, i/o interface cables, emi covers, power and video cables, ethernet modules, tripod adapters, wear saver adapters, wear saver covers, ac/dc	Flir Systems, Inc. (Oregon Corp.) 27700 Sw Parkway Avenue Wilsonville Oregon 97070	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			power...		
US Federal Q7 uf 16	PHOTON CONSULTING Photon Consulting	RN: 3602633 SN: 79043118	(Int'l Class: 16) books, newspapers, and printed periodicals regarding renewable and photovoltaic energy; printed matter, namely, newsletters, booklets, magazines, and brochures featuring information... (Int'l Class: 41) educational services, namely, conducting classes, workshops, and seminars regarding renewable energy; providing of training regarding renewable and photovoltaic energy systems;... (Int'l Class: 42) scientific research and development in the field of renewable and photovoltaic energy; industrial analysis and research in the	Photon Holding GmbH Julicher Str. 376 52070 Aachen Federal Republic of Germany	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			field of...		
US Federal Q6 uf 17	PHOTON DYNAMICS	RN: 2141905 SN: 75125956	(Int'l Class: 09) computer system comprised of hardware and software and instructional manuals sold as a unit therewith for detecting and locating defects in active matrix liquid crystal flat-panels	Photon Dynamics, Inc. (Delaware Corp.)	
US Federal Q7 uf 18	PHOTON EXPO Photon Expo	RN: 3699022 SN: 79043461	(Int'l Class: 16) books, newspapers and periodicals regarding renewable and photovoltaic energy; printed matter, namely, guides regarding renewable and photovoltaic energy (Int'l Class: 41) educational services, namely, conducting classes, workshops, and seminars regarding renewable energy; providing of training regarding	Photon Holding GmbH (Federal Republic of Germany (Pre- World War II) Gesellschaft Mit Beschränkter Haftung) Jülicher Str. 376 52070 Aachen Germany	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			renewable and photovoltaic energy systems;... (Int'l Class: 42) scientific and technological services and research and development relating thereto, all in the field of renewable and photovoltaic energy; industrial...		
US Federal Q7 uf 19	PHOTON MEDIA Photon Media	RN: 3602625 SN: 79042659	(Int'l Class: 16) books, newspapers, and printed periodicals regarding renewable and photovoltaic energy; printed matter, namely newsletters, booklets, magazines, and brochures featuring information... (Int'l Class: 41) educational services, namely conducting classes, workshops, and seminars regarding renewable energy; providing of training regarding	Photon Holding GmbH Julicher Str. 376 52070 Aachen Federal Republic of Germany	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			renewable and photovoltaic energy systems;... (Int'l Class: 42) scientific research and development in the field of renewable and photovoltaic energy; industrial analysis and research in the field of...		
US Federal Q6 uf 20	PHOTON MICROGUI (Stylized) Photon microGUI	RN: 2025191 SN: 74736071	(Int'l Class: 09) computer software which facilitates the creation and execution of visual programs and manuals relating thereto sold together as a unit	Research in Motion Limited (Ontario Corp.) 295 Phillip Street Waterloo, Ontario N2I 3W8 Canada	
US Federal Q7 uf 21	PHOTON PICTURES Photon Pictures	RN: 3602628 SN: 79042897	(Int'l Class: 16) books, newspapers, and printed periodicals regarding renewable and photovoltaic energy; printed matter, namely, newsletters, booklets, magazines, and brochures featuring	Photon Holding GmbH Julicher Str. 376 52070 Aachen Federal Republic of Germany	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			information... (Int'l Class: 41) educational services, namely, conducting classes, workshops, and seminars regarding renewable energy; providing of training regarding renewable and photovoltaic energy systems;... (Int'l Class: 42) scientific research and development in the field of renewable and photovoltaic energy; industrial analysis and research in the field of...		
US Federal Q6 uf 22	PHOTONTRADER PHOTONTRADER	RN: 3054820 SN: 78561972	(Int'l Class: 09) software for providing a user interface for futures, equities and options traders to perform futures, equities and options trading, to provide a back-end interface to the futures, equities, and options markets to place	Futurepath Trading, L.L.C. (Illinois Corp.) 209 W. Jackson Boulevard, Suite 600 Chicago Illinois 60606	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			futures, equities, and options trades through such...		
US Federal Q6 uf 23	ROWIAK PHOTONS AT WORK <small>ROWIAK PHOTONS AT WORK</small>	RN: 3687870 SN: 76619433	(Int'l Class: 09) laboratory equipment, namely, laser based microtomes for preparing of microscopic specimens; material testing instruments and machinery namely, laser systems comprising... (Int'l Class: 10) surgical, medical, dental, and veterinary instruments and apparatus namely; laser systems comprising of lasers, beam guides, endoscopes, microscopes, fiber optics... (Int'l Class: 42) scientific and technological services and research work and design services related thereto in the field of material science and life...	Rowiak GmbH (Germany Limited Liability Company) Garbsener Landstrasse 10 Hannover 30419 Germany	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			(Int'l Class: 44) physician, veterinary surgeon or dentist; conduct of medical and clinical examinations, namely, biopsies and examinations of tissue samples; therapeutic and...		
US Federal Q7 uf 24	FOTON. Foton.	RN: 4677813 SN: 86239946	(Int'l Class: 41) education and entertainment services, namely, ongoing television public service announcements and ongoing television programs in the field of reality and education; education and entertainment services, namely, production and distribution of ongoing television programs in the field of family management and...	Foton, LLC (Florida Limited Liability Company) 2525 Ponce De Leon Blvd Suite 250 Coral Gables Florida 33134	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
US Federal Q7 uf 25	PHOTONHEAD Photonhead	RN: 3763133 SN: 77802008	(Int'l Class: 35) advertising and commercial information services, via the internet; providing consumer information in the field of photography; providing consumer product information... (Int'l Class: 41) educational services, namely, providing displays and exhibits in the field of photography; instruction in the field of photography; interactive educational...	Gavin S Cheng, Dba Photonhead.Com (United States Citizen) 240 Highland Avenue Slippery Rock Pennsylvania 16057	
US Federal Q9 uf 26	PHOTON (Stylized) PHOTON	RN: 4508169 SN: 85969901	(Int'l Class: 09) eyewear, namely, sunglasses	Lee, Ming Jer (Taiwan Citizen) Ste 115 2055 Junction Avenue San Jose California 95131	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
US Federal Q9 uf 27	PHOTON PHOTON	RN: 3958869 SN: 77868188	(Int'l Class: 09) coordinate measuring machines (cmms); portable laser measurement scanners for measuring physical geometrical properties of objects; laser measurement scanners for measuring physical geometrical properties of objects	Faro Technologies, Inc. (Florida Corp.) 125 Technology Park Lake Mary Florida 32746	
US Federal Q9 uf 28	PHOTON Photon	RN: 4302732 SN: 85589171	(Int'l Class: 01) chemical preparations for use in agriculture, horticulture and forestry, namely, chemical preparations for the treatment of seeds; chemicals for use in agriculture, horticulture and forestry except fungicides, herbicides, insecticides and parasitocides; food supplements for agricultural products and other	Crop Microclimate Management Inc. (North Carolina Corp.) Po Box 178 Apex North Carolina 27502	




Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			plants; plant...		
US Federal Q9 uf 29	PHOTON PHOTON	RN: 4556813 SN: 85827878	(Int'l Class: 30) chewing gum	Wm. Wrigley Jr. Company (Delaware Corp.) 1132 West Blackhawk Street Chicago Illinois 60642	
US Federal Q9 uf 30	PHOTON PHOTON	SN: 86536992	(Int'l Class: 32) beer	Actual Brewing Company, LLC (Ohio Limited Liability Company) 655 North James Road Columbus Ohio 43219	
US Federal Q9 uf 31	PHOTON PHOTON	SN: 86669108	(Int'l Class: 09) computer hardware modules for use in internet of things electronic devices; hardware development kit comprised primarily of integrated circuit modules, microprocessors, power supply, power adapters,	Particle Industries, Inc. (Delaware Corp.) 320 Alabama St #2 San Francisco California 94110	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
			user interface components, circuit boards, computer chips, and microcontrollers; wi-fi modules		
US Federal Q9 uf 32	PHOTON and Design 	RN: 2877061 SN: 78187787	(Int'l Class: 09) computer hardware used for the playing of an arena style laser tag game	Strother Computing Services, Inc. (Oklahoma Corp.) 8709 E. 93rd St Tulsa Oklahoma 74133	
US Federal Q9 uf 33	PHOTON	RN: 2459822 SN: 76078799	(Int'l Class: 11) battery operated portable electric lights, including flashlights and head lamps	Allen, David (United States Citizen) 93890 Pope Road Blachly Oregon 97412	
US Federal Q9 uf 34	PHOTON	RN: 2850132 SN: 76370213	(Int'l Class: 11) architectural and landscape electric lighting fixtures	The Toro Company (Delaware Corp.) 8111 Lyndale Avenue South Bloomington Minnesota 55420	



Federal Search

TM Record	Mark/Name	App. No./Reg. No.	Brief Goods/Services	Owner	Notes
US Federal Q9 uf 35	PHOTON PHOTON	RN: 3563996 SN: 77491635	(Int'l Class: 15) electronic musical keyboards; music synthesizers	Inmusic Brands, Inc. (Florida Corp.)	

PHOTON - State Trademark Search





 State Search

US State Q8 us 36	PHOTON OF YOUTH	RN: WI 5701023 AN: 78510461	(Int'l Class: 9, 10) opto electronics systems	QUANTUM DEVICES, INC. 112 ORBISON BARNEVELD	
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US State Q8 us 37	PHOTON STIMULATOR	RN: AZ 40499 AN: 44901143	(Int'l Class: 09) pulsed / colored light therapy device	TONY COCILOVO 2600 PINE DR. PRESCOTT	
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PHOTON - Common Law Trademark Search

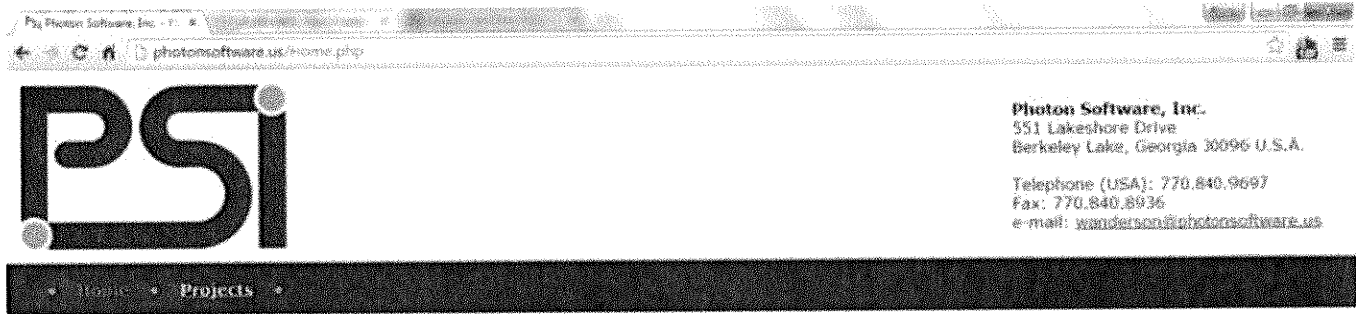




Common Law Search

Photon Software Inc.

<http://photonsoftware.us/Home.php>



Focused on the Customer

Incorporated in 1988, Photon Software has been delivering solutions to customers ranging from Flight Operations departments to Wire and Cable manufacturing companies, including other Software Consulting firms.

Specializing in the Windows environment, with expertise from application development, database design and implementation, communications, machine control, training and documentation.

Located in the Atlanta, Georgia, USA area.

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Common Law Search

Photon Software

<http://sourceforge.net/projects/vdsf/>

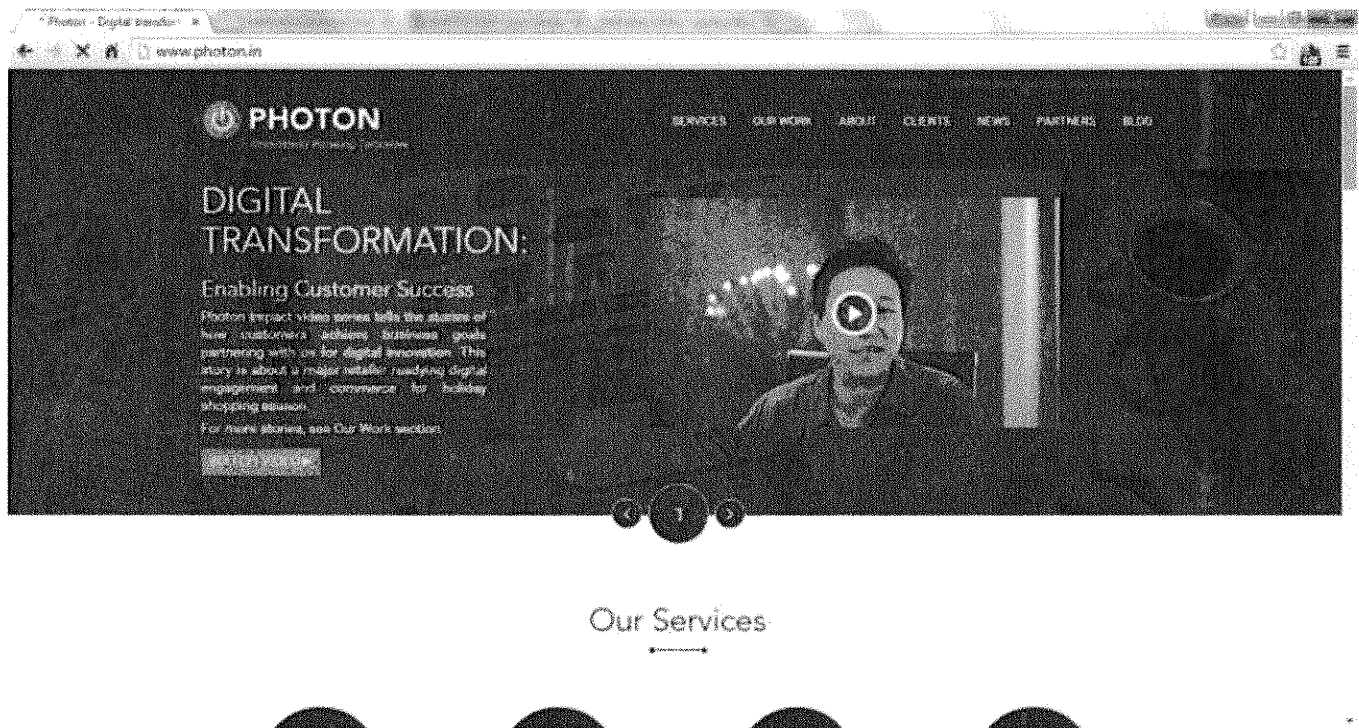
The screenshot shows the SourceForge project page for Photon Software. The page includes a navigation bar with links to 'solution centers', 'Go Parallel', 'Performance Center', 'Resources', and 'Newsletters'. A banner at the top promotes 'Identify, translate and globalize content instantly'. The main section features the project name 'Photon Software' and a description: 'Photon provides very fast access to data (networks, tape, etc.) in shared memory - it can retrieve millions of data records per second. It also uses some RAID concepts like mirroring and crash recovery. See web site for details.' Below the description is a 'Download' button and a 'Browse All Files' link. The page also includes a 'License' section and a 'Photon Software Web Site' link.



Common Law Search

Photon

<http://www.photon.in/>





Common Law Search

Photon Software

<http://photon-software.soft112.com/>

Photon Software 0.4.0

Free 0.00 bytes

Download

ADVERTISMENT

Start Download
3 Steps to stop forgetting passwords

1. Click to Start Download.
2. Run & Install
3. Automatically import passwords

Publisher Description

Photon provides very fast access to data containers (queries, merge, etc.) in shared memory - it can retrieve millions of data records per second. It also uses some RDB concepts like transactions and crash recovery. See web site for details.

Photon Software 0.4.0

ADVERTISMENT

Smarter Cybersecurity That Won't Weigh You Down



Common Law Search

Photon Star

<http://calftail.com/photonstar/>

Calf Trail Software
[Features](#) [Support](#) [About](#) [Share](#) [Blog](#)

Photon Star
 Use your Mac's remote to efficiently rate your iPhoto library

Download v1.0.3
 Free demo photos & screenshots while rating.
(Uninstallable; Dec 03 to 10-4-10)

Photon Star helps you rate the photos in your iPhoto library so the best can stand out. Sit comfortably and use your Mac's remote control to rate a large set of photos in four quick stages. For each picture Photon Star shows, you just need to answer one easy question: "Does this photo belong in a higher rating level?"

[Watch screencast](#)

Features:

- Navigation controlled by remote or keyboard.
- Stage-based rating method makes decisions less distracting.
- Uncluttered interface works full screen or in a window.
- Rate your whole iPhoto library to enjoy your best photos more.

[Read Detailed Instructions](#)

★ Photos
 Last Import
 Need geotags
 Friends
 Family
 Landscapes
 Christmas

Photon Star provides a smart, intuitive interface to help you focus on rating your photos.

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Photon 4G

https://motorola-global-portal.custhelp.com/app/answers/prod_detail/a_id/78805/p/30,6720,8063

PHOTON 4G - Software

PHONES WEARABLES ACCESSORIES SOFTWARE COMMUNITY GET HELP

Support Home

PHOTON 4G

You've got the device. We've got the tools to help. Apps, tips, forums, hot support and so much more.

Sign in with a Google account

When you sign in with a Google account you can personalize this site. If you don't have a Google account, sign up now!

Search by keyword

Help Topics Customer Service Lost Device

Back to Previous Page

Device Software Update

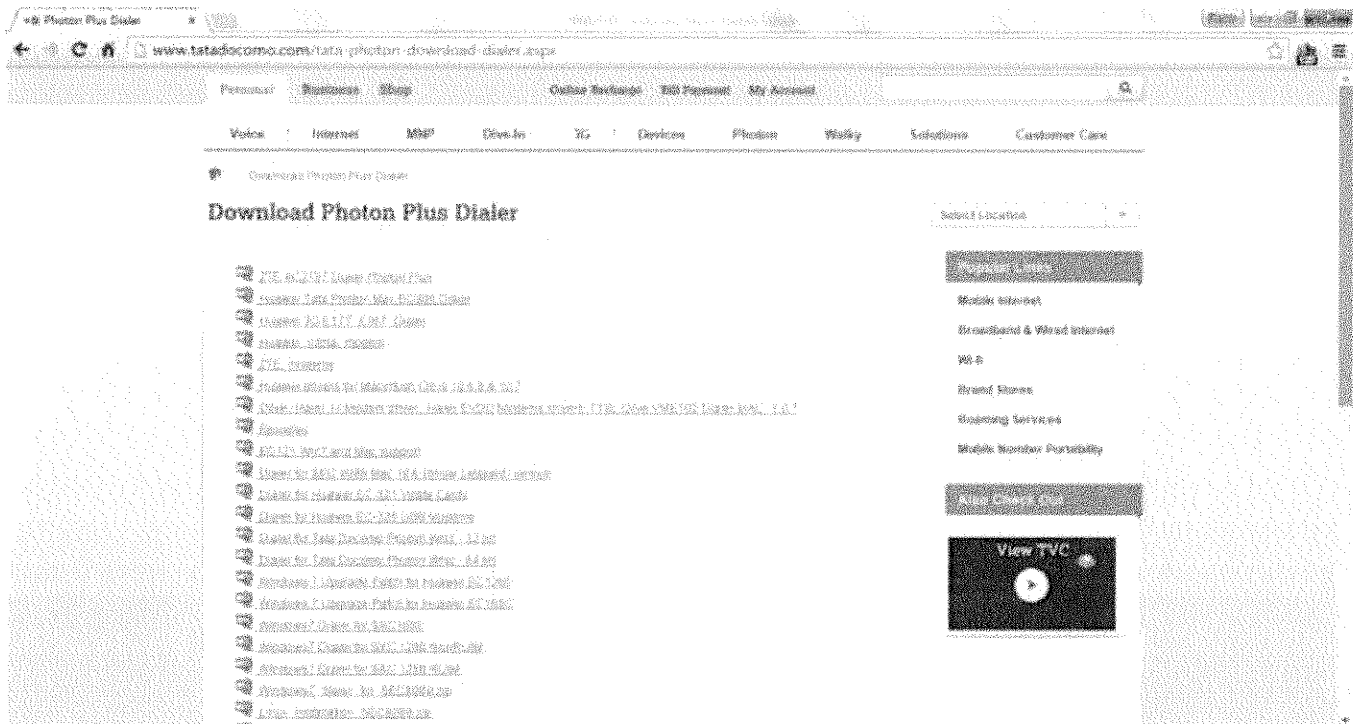
Don't miss out on anything that will make your phone better. See what software updates are available now and how to get them. If you just want to know what software version you have now, this will tell you how to find it.



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Photon Plus Dialer

<http://www.tatadocomo.com/tata-photon-download-dialer.aspx>





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Photon Flash Player

http://download.cnet.com/Photon-Flash-Player-Browser/3000-10440_4-75828169.html

Download Search for Apps

Start Download
It keeps its users for Windows® Drivers

1. Click to Start Download
2. Plan and Install DriverUpdate™
3. Scan for Drivers

Home > Android Apps > Communications > Soft Tools > Photon Flash Player & Browser

Photon Flash Player & Browser for Android

Visit Site
Extended Download Size

Average User Rating
★★★★★
out of 1 votes

Quick Specs

Version	Total Downloads	Date Added	Price
1.4	6,722	Jan 11, 2013	Free. Requires Android phone
File Size	Developer Last Week	Platform	Default rating
4.65MB	31	Android	#12 in Soft Tools

Photon Browser
It is a 2.180 sponsored by findit.com
www.findit.com/Photon Browser
Search for Photon Browser Find Photon Browser Now

PA and Instrument Amp
It is a 4.938 sponsored by

Editors' Note: The "Download Now" link directs you to the Android Market where you must purchase the download separately. This download may not be available in some countries.



Common Law Search

Other URLs to Consider:

TM Record	TM/Screenshot	Domain Status	Expiration Date	Company	Notes
gTLDs Q82 gtld 1	photon.biz	clientTransferProhibited		PHOTON Holding GmbH	
gTLDs Q82 gtld 2	photon.com	clientDeleteProhibited http://www.icann.org/epp#clientDeleteProhibited	05/13/2018	Raytheon Company	
gTLDs Q82 gtld 3	photon.info	clientTransferProhibited -- http://www.icann.org/epp#clientTransferProhibited	09/12/2016	PHOTON Holding GmbH	
gTLDs Q82 gtld 4	photon.net	clientTransferProhibited http://www.icann.org/epp#clientTransferProhibited	08/31/2017	Photon.Net, LLC	
gTLDs Q82 gtld 5	photon.org	clientDeleteProhibited -- http://www.icann.org/epp#clientDeleteProhibited	08/09/2016	Registrant Street: PO Box 20714	



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TM Record	TM/Screenshot	Domain Status	Expiration Date	Company	Notes
gTLDs Q82 gtld 6	photon.pro	ok -- http://www.icann.org/g/epp#ok	04/08/2016	Private Person	

APPENDIX 4

16 Nov 2016

HADRON
INDUSTRIES
Klee Dienes, President
Hadron Industries, Inc.
90 Airport Road
Concord, NH 03301

Robert Clare, President
Triangle Experience Group
1401 Wilson Blvd., Level B
Arlington, VA 22201-2326

Re: ACES

Dear Rob:


We have recently learned that TEG ^{may have} ~~has~~ been acting in ways that are inconsistent with our core values, as well as with the success of the ACES program. Accordingly, we hereby terminate any relationships we may have with TEG, implied or otherwise.

More specifically:

- We do not intend to work jointly with TEG, either as a prime contractor to TEG, a subcontractor of TEG, or in a joint partnership with TEG.
- We remind you that the Photon / Praxis / ACES computing environment is the exclusive property of Hadron.
- We intend to provide for an orderly termination of all services (including demonstration services of our Photon / Praxis / ACES computing environment) at all TEG-managed locations. We will make arrangements to remove Hadron-owned equipment from these locations at TEG's convenience. We remind you that demonstration equipment installed at non-TEG locations is the property of Hadron and should not be modified or removed by TEG personnel.

With the Photon / Praxis / ACES computing environment being the property of Hadron exclusively we also remind you that as such the Photon and Praxis spatial computing environments, as well as the ACES site-management tools and configuration framework, contain Hadron-proprietary source code and data and equipment, and that we do not license or consent to TEG's use, distribution, or demonstration of the Photon / Praxis / ACES computing environment including without limitation any such software or data or equipment therein, in whole or in any part, in any capacity, without the prior, written approval of Hadron.

Sincerely,


Klee Dienes

APPENDIX 5

UNCLASSIFIED



**Broad Agency Announcement:
Broadening and Deepening Analytic Capabilities (BAD AC)**

BAA Number	HM0210-15-BAA-0003
Name of Offeror	Hadron Industries, Inc. 90 Airport Road, Concord, NH 03301 CAGE Code: 67NM8, DUNS: 965560787, EIN: 27-3953479
Proposal Title	Advanced Collaboration Enterprise Services (ACES) to improve access and visualization to geospatial intelligence
Topic Addressed	Access & Visualize
POC	Frank Tanner Chief Scientist 571.230.3850 (office) 855.267.1253 (fax) frank.tanner@hadronindustries.com
Business Type	Service-Disabled Veteran-Owned Small Business

UNCLASSIFIED

Executive Summary

The BAD AC BAA paints a picture of an organization powered by many tools that are robust on their own but do not interoperate. This leads to an intelligence production process where each individual step is performed well, but the resulting workflow is slow, clunky, and confused. It is a manufacturing assembly line whose engineers must move their work to the next station by hand because the conveyor belt is full of holes. This jeopardizes the integrity and timeliness of intelligence that is otherwise excellent.

NGA needs a tool for its tools and more importantly for its production process--a system that makes the disparate components of its analytical environment work with one another, *without overhauling those components from the inside out*.

Advanced Collaboration Enterprise Services (ACES) lets analysts connect across platform, geographical, and classification boundaries through video-based integration. It lets all members of a team treat the displays in their environment--tablets, desktops, virtual machines, or video walls; collocated or remote--as one shared palette. Assets can be moved from one screen to another by simply dragging and clicking. When I move an asset from my screen to yours, you own it and can give it input. Or we can clone an asset--for example, a piece of imagery--and work on it simultaneously from different locations, our contributions visible to one another in real time.

Our BAD AC research will focus on geospatial applications of ACES. Because ACES is a sort of video distribution platform, any system that sends video out can have its applications brought into the ACES environment and coordinated with other applications. Our research will integrate geospatial applications, data sets, analysis software, and traditional productivity tools, enabling new workflows that improve and accelerate the analysis process.

ACES is sponsored by the Air Force Research Lab and USAF ISR Innovation (A2I). Prototypes are currently deployed for demonstration and experimentation purposes at a private office space in Rosslyn, VA, and the 711th Human Performance Wing at Wright-Patterson AFB.

UNCLASSIFIED

Executive Summary-1

Distribution B: Distribution authorized to U.S. Government Agencies Only; Proprietary Information

UNCLASSIFIED

Project Description

BAD AC is in search of tools that bridge its disparate analysis platforms, so that analysts can work more seamlessly with their tools. ACES was built with a similar goal: to bridge disparate team members, who in today's intelligence enterprise are separated by oceans and networks alike. ACES provides the capability to significantly improve the ability of intelligence analysts to access and visualize data from disparate sources thus vastly improving the ability to coalesce information into useful intelligence products.

Today, many IC products (e.g. reports, cables, etc.) are the result of bolt-on collaboration. In this mode of collaboration, multiple analysts contribute independently to a single effort, with their contributions being manually merged at the conclusion into a cohesive intelligence product. Beyond sharing files via email, SharePoint, or a shared file system, little actual collaboration has taken place.

With ACES, product creation is inherently a collaborative act. ACES's approach is to synchronize and coordinate the flow of data at the pixel layer: it turns every display in an environment into a single palette than any user (with proper privileges) can manipulate. As a result, team members see one another's work in real time instead of juggling files. The mechanics of this process are drag-and-drop: instead of dragging a window around one's own screen, the window can be moved outside that screen's boundaries and onto neighboring screens. This process works like a native capability of the operating system; there are no screen-sharing sessions to be initiated, no invitations to be accepted. There is no passing of data, no e-mail, and no SharePoint-like document management. Analysts work in their product-creation software just as they do today with the exception that their UI can be transferred and/or replicated to other ACES-enabled desktops across the enterprise.

Our vision for ACES is to deliver this capability to every operator's desktop, in every application. If I'm marking up satellite imagery, you can do it with me. If a task consists of multiple steps that require different authorities, we can tag-team effortlessly without using a kludgy hand-off of input control. You do your task, and I do mine--collaboratively and in real-time. The system invisibly tracks activity from each user for complete auditability.

ACES is designed to work with many different media types--ranging from raw text for super-low-bandwidth operation, to imagery, live video, remote desktops, and geospatial information. ACES can ingest raw video output, so any system with a video-out port can be ACES-enabled, no matter how old it is and no matter what OS it is running. Of course, one of the biggest technical barrier to collaboration in intelligence settings is network airgapping. That's why we've designed ACES to work across classification domains. If I'm at a forward base on SIPRNet and I need to show you something while you're at your JWICS terminal, we can still do everything

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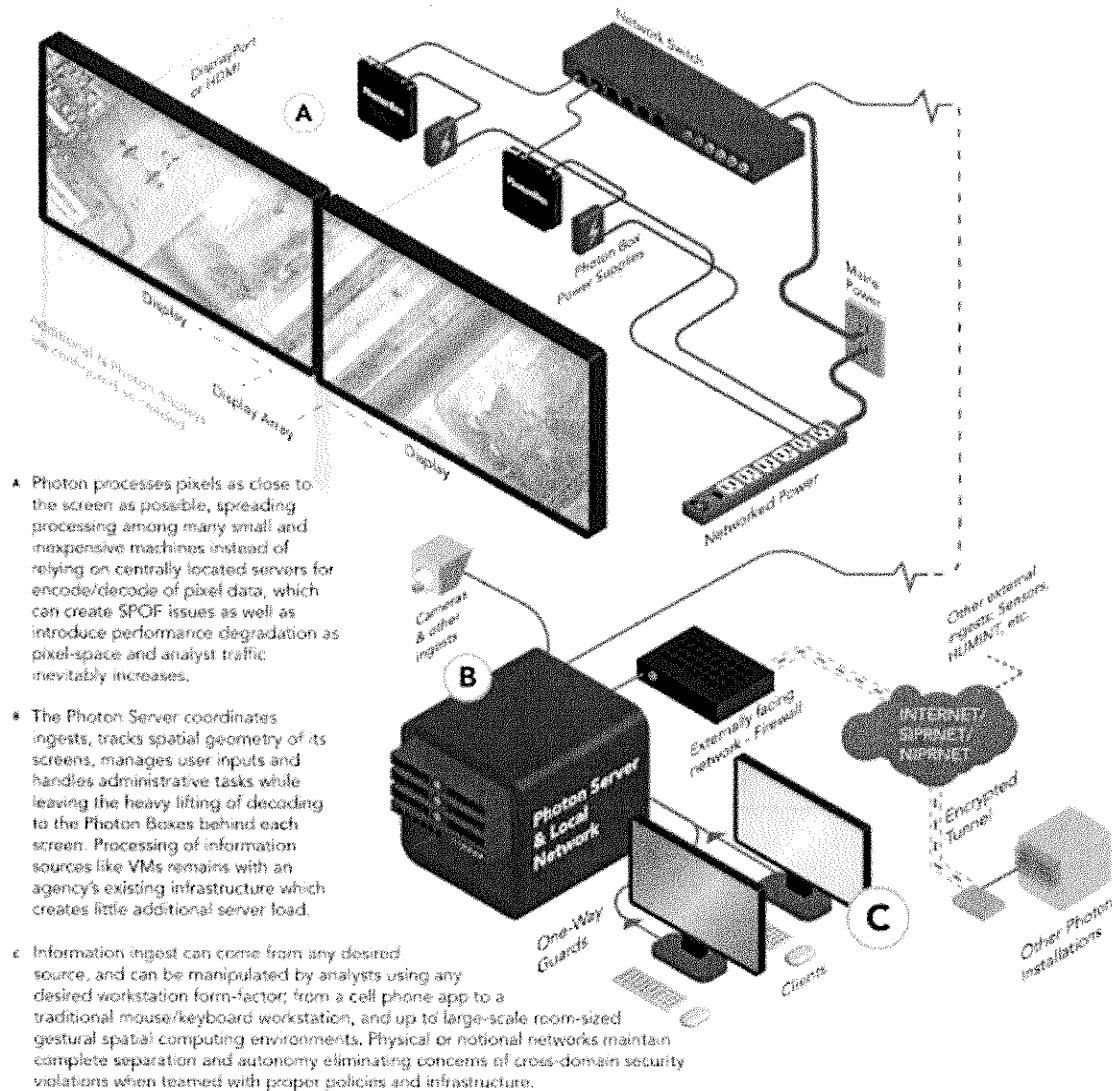
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described above—all without cross-domain solutions or violating air-gap protocols. We believe such a capability is the very essence of your desire to unify content “into a single, integrated analytic environment, rather than disparate platforms.”

How It Works

PHOTON: BASIC SYSTEM DESIGN



ACES is powered by a window management system called Photon, a product of Hadron Industries. It is what coordinates the flow of pixels across multiple screens.

Photon integrates applications directly on the screen at the pixel level instead of at the data level. Every display in a Photon environment runs client software in the background. A lightweight central server logs the physical location and orientation of every display, and persistently

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receives data from the clients regarding the coordinates and dimensions of the various windows they are displaying. The server sends this data to a web service, which presents users with a browser-based diagram of the environment. When a user manipulates elements of a Photon environment, commands are sent to the server, which passes them to the appropriate clients, which then move their windows as directed by the user.

This allows a base level of secure collaboration and application integration across applications that were never designed to work together, or even to exist on the same network, the same operating system, or the same classification level. Any existing application can be brought into Photon by replicating its video output.

Architecturally, there are four main software components of the Photon system that will be deployed with the prototype: Photon Server, Photon Webserver, Photon Desktop Client, and Photon Display Client. Each component is described below.

- Photon Server: The majority of Photon processing occurs on the Photon Server. The Photon Server speaks an open protocol and currently runs within a Python 3.4 environment. The Photon Server process brokers messages among all Photon Clients. Photon Server is spatially aware; in other words, it knows the physical location of all the pixel real estate in the room. It does this by collecting the geolocation information for each Photon Client upon connection to the Photon Server. The geolocation information is manifest via a tuple of corner coordinates of the physical screen in the room relative to an arbitrary, but self-consistent, coordinate frame.
- Photon Webserver: The Photon Webserver is the primary interface that Photon users use to interact with the system. The Photon Webserver content is also called the Photon Console. It presents a visual map of all of the pixels registered with the Photon environment along with all of the content mapped to those pixels.
- Photon Desktop Client: The Photon Desktop Client is a process that runs on a user's desktop machine to interact with the Photon environment. The Photon Desktop Client accepts windows, screens, images, documents, and other content from across the Photon ecosystem. Further, by opening a web browser and pointing to the Photon Webserver, the Photon Desktop Client can move the physical location of windows and screens throughout the Photon ecosystem.
- Photon Display Client: The Photon Display Client is a visually interactive component of the Photon environment. Unlike the Photon Desktop Client, the Photon Display Client only presents visual information and is not interactive like a desktop. It functions as a blank canvas or a digital asset parking lot that manipulates pixels for displaying Photon

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content. In most of our configurations, Photon Display Clients are attached to screens of a video wall to hold and display content for everyone in a room.

Physically, these deliverables have a very small footprint:

- One small computer (typically an Asus Chromebox or similar) for each desktop monitor and video wall tile in your environment, affixed to the rear of the display.
- One computer to host the Photon server and the web server. This computer is also small, but may be housed in a pre-existing rack if desired.
- Video walls are not required, but most of our customers see Photon as a tool that can help their existing video walls fulfill their original promise of information clarity.

An optional ACES feature, Praxis, adds the ability to manipulate screens with natural hand gestures. Its hardware consists of a motion tracking kit powered either by infrared cameras or ultrasound emitters. This capability is especially powerful in geospatial contexts.

Research Goals

Our primary goal for BAD AC is to expand the ACES framework to include more geospatial applications and data types. To date, we have focused our efforts on the strategic and tactical applications for the Air Force. As a framework built on open standards and protocols, ACES lends itself to easy integration of geospatial applications.

ACES has integrated several geospatial applications as proofs of concept, including SubrScene, Google Earth, NASA World Wind, live urban surveillance camera networks, and various flight simulators. Because ACES is system-agnostic, it can serve as a common platform for operators and analysts to examine and manipulate data from satellite imagery, LIDAR, KML and other sources in a seamless manner.

After a review with NGA about relevant data sources, current analysis tools, and workflow, we will further develop the ACES framework so that the following use cases are possible:

- An analyst looking at satellite imagery in an ACES terminal and an analyst looking at full motion video (FMV) on another ACES terminal can both “push” their data sets to an ACES-controlled immersive system. Then they could explore and examine these overlapped data sets in the immersive environment.
- The navigation of one geospatial application is slaved to another, so that an analyst navigating a geospatial scene could simultaneously (but without added effort) control the view of a separate application on other analysts’ desktops. For example, a supervisory

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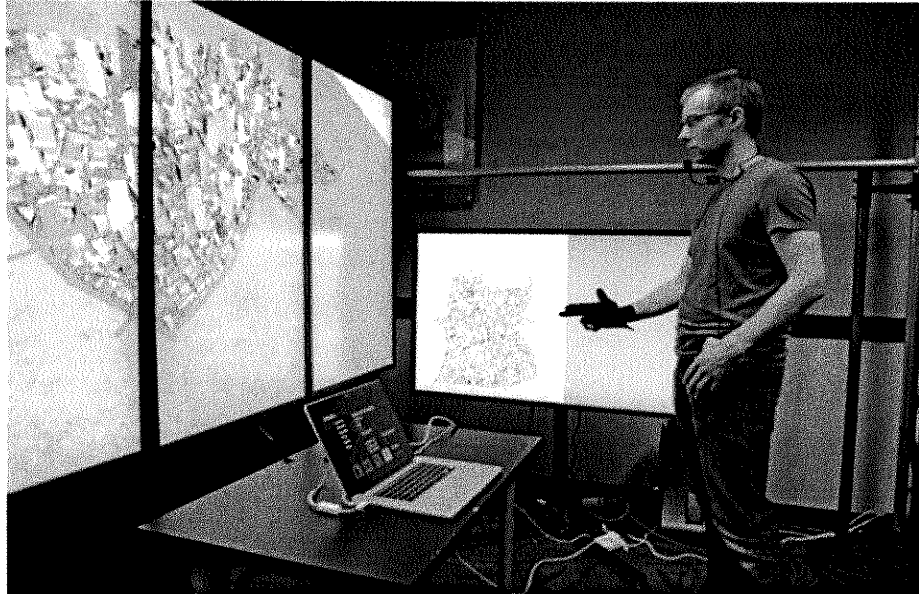
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analyst can, by navigating Google Earth, automatically navigate FalconView on one desktop and RemoteView on another.

- Data can be overlaid onto “foreign” interfaces, allowing analysts to interact with the data layer as if it were native to the geospatial viewer. Clicking an object (or pointing at it using an optional gestural input system such as Hadron’s Praxis or Oblong’s Mezzanine) reveals contextual information on other analysts’ screens.



Operator navigating an urban environment using the Praxis system. This system was built as part of Hadron's work on "Naturalistic Operator Interface for Immersive Environments" for AFRL.

Key Performers

Frank Tanner, Chief Scientist of Hadron industries, is the Principal Investigator. He has extensive experience supporting DoD, Intelligence Community, and other government organizations including the NGA, NSA, DIA, NRO, & NASA. Since 2008, Mr. Tanner has provided on-site support to InnoVision’s Subject Matter Expert contract and subsequent InnoVision Future Solutions Program (IFSP) contract as a subcontractor to Booz Allen Hamilton. In 2010, he received an NGA Special Act Award from Dr. Beth Driver, NGA Senior Scientist for GEOINT Analytics, for his leadership on NGA’s Probabilistic 3-Dimensional Modeling project. In 2012 under the direction of InnoVision’s Dr. Joanna Arthur, he implemented a “keyboard- and mouse- free” gesture and speech based control system of Microsoft Windows as part of the “Immersive visualization and exploitation of probabilistic 3-dimensional models” project. The goal of this project was to increase the performance of NGA’s Intelligence Analysts by utilizing low-cost, state of the art multimodal interface technology. This project was selected by the Office of the Director of National Intelligence for demonstration at the Intelligence Community’s annual IC Tech Expo.

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Mr. Tanner was project director for Hadron's Air Force Research Laboratory (AFRL) Small Business Innovative Research (SBIR) program entitled "Naturalistic Operator Interface for Immersive Environments". He has presented and published numerous scientific and technical papers on a wide variety of topics including image analysis, computer vision, and automatic 3-dimensional scene reconstruction. Since 2009, he has served on the IEEE Applied Imagery Pattern Recognition Executive Committee where he served as chairman in 2011. His invention, "a system for correcting camera model pointing errors using stereo image pairs and probabilistic three dimensional models" is currently under review by the US Patent and Trademark Office (application number 13/631,811). Academically, he holds an MS in Computer Science and an MBA both from the Johns Hopkins University. He has an active TS/SCI clearance with CI polygraph.

Klee Dienes, president of Hadron Industries, is co-Principal Investigator and the lead technical architect of ACES. Mr. Dienes's background includes a variety of experiences as a large-scale software engineer and systems integrator. His early work at MIT includes work for the MIT Project Athena Distributed Computing Environment, including some of the earliest development work on MIT Kerberos.

At the MIT Media Laboratory, Mr. Dienes developed large-scale systems for managing networked displays and large pixel spaces, including low-level work on the X Windows protocol (both X10 and X11), novel display environments (such as a seamless 4,096 X 12,288-pixel display developed in 1992). Other early work included a real-time financial-services platform for commodities traders (in 1993), the first Internet-based real-time multimedia distribution system (in 1994), early-stage work on vector-based video encoding (such as MPEG-1 and MPEG-2), and early prototypes of the first personalized electronic music player (also in 1994).

Mr. Dienes has an active TS/SCI clearance with CI polygraph and a Masters' degree from the Massachusetts Institute of Technology in Electrical Engineering & Computer Science.

Robert Clare is the lead solution architect for the ACES program. Prior to his involvement with ACES, Mr. Clare spent 12 years as part of elite special operations units including the 1st Special Forces Operational Detachment and the 24th & 21st Special Tactics Squadron. During this time, he participated in worldwide operations consisting of direct action, special reconnaissance, long distance marksmanship, and other sensitive missions while a member of a U.S. Tier One counter-terrorism and Special Mission Unit. Mr. Clare has an active Top Secret security clearance with CI and Lifestyle polygraph.

Existing Funding

ACES is currently funded by Contract FA8650-14-D-6533, a \$2.1mm Phase III SBIR award that funds our research into geospatial, urban telepresence, and open source intelligence applications

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of ACES. It is also funded by Contract W912DY-14-C-0025, a \$274K award for ACES technical support services at various DoD locations.

Travel & Materials

Hadron Industries is based in Concord, NH, and Arlington, VA, with additional staff in Boston and New York City. Triangle Experience Group is based in Arlington, VA. Research and development will primarily be performed off-site at our own facilities. Occasional travel to the customer's site will be necessary. All meeting times and places will be mutually agreed to with the Government per the BAA requirements.

ACES is composed of two subsystems: a window management system and an optional motion tracking system. The precise materials necessary to deliver an ACES environment to the customer will depend on their own preferences, but will always be a mixture of standard components:

- The window management system requires one small PC for every display in the environment (typically an Asus Chromebox or similar), and one similarly sized central server for the environment.
- The motion tracking system is available in two "flavors": an infrared camera-based system, and a lower profile ultrasonic system.

Our statement of work and cost proposal describe one possible ACES configuration. We welcome negotiations with the government to arrive at a more precise solution.

Deliverables

A detailed list of deliverables is provided in the Statement of Work later in this document.

Our team fervently believes that the end user's feedback should shape the direction of a technology design. We are adamant about the need for close coordination with such users throughout the design & development process. Therefore, we prefer that such users be available to collaborate on our design and to use the system in our Arlington office at various stages of development. Our written deliverables--the CONOPS and research report--will include comments from users on their analytic challenges, ideal solutions, and feedback from their time using the ACES system. Additionally, our team includes cleared professionals who can visit NCE analytical spaces to analyze workflows to integrate real-world Tactics Techniques and Procedures (TTPs) into the ACES environment.

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Statement of Work

Objective

Section 2 of the BAD AC BAA states:

"The objective of the BAD AC effort is to conduct research and development to solve some of NGA's pressing and hard geospatial challenges relating to intelligence analysis. BAD AC is focused on developing capabilities that will significantly improve the ability of intelligence analysts and customers to access, visualize, exploit and analyze data. Success in this effort will enable the unification of content visualization into a single, integrated analytic environment, rather than disparate platforms"

This SOW addresses the issues described in Topic Area 1 to improve the Access and Visualization of NGA analytical data. NGA's BAD AC BAA is in search of tools that bridge its disparate analysis platforms to provide new ways to access and visualize data, so that analysts can work more seamlessly with their tools. The Advanced Collaboration Enterprise Services (ACES) was built with a similar goal: to bridge disparate team members, who in today's intelligence enterprise are separated by oceans and networks alike. ACES is effective for solo analysts, but its utility is best illustrated by teams that are struggling to collaborate and visualize content in a single, integrated analytic environment.

We propose to eliminate the stove pipes of collaboration by demonstrating a fully functional Advanced Collaboration Enterprise Services (ACES) node at the Government's Development Test Environment, such as the Geospatial Intelligence Advancement Testbed (GIAT), at NGA Campus East (NCE). While development activities will primarily take place at our offices in Rosslyn, VA and satellite offices, we will demonstrate the final system at the client site. This will permit us a wide audience to attend and provide feedback on the ACES technology.

Scope

This SOW addresses the issues described in Topic Area 1 to improve the Access and Visualization of NGA analytical data. Broadly speaking, our proposal is consists of 1440 engineer hours of labor loosely divided into three primary tracks:

1. Hardware procurement, setup, and integration
2. Photon deployment, configuration, and demonstrations
3. Ongoing improvements to usability, API usability, and feature set of the platform. This may include working with NGA analysts on Techniques, Tactics, and Procedures (TTPs) to improve the analytic workflow in the ACES environment.

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We employ Agile software development practices with 1 month long sprints. After our 2nd sprint, we will have a capability that is demonstrable to sponsor personnel in our offices in Rosslyn, Virginia. Additional engineering time will be devoted to CONOPS and TTP development for NGA specific workflows.

Major milestones include:

- Authority to Proceed (ATP)
- ATP + 1 month - hardware procured and setup in Rosslyn office facility
- ATP + 2 month - Photon installed and ACES node instantiated at Rosslyn office facility
- ATP + 3 month (approximately) - Conduct demonstration at times and places mutually agreed to with the government
- ATP + 4 month - deliver CONOP document describing a day in the life of an ACES user
- ATP + 1, 2, 3, 4, 5, 6, 7, 8 month (approximately) - Conduct presentations/meetings at times and places specified at times mutually agreed to with the Government
- ATP + 8 months - deliver draft final report to government
- ATP + 8.5 months - final demonstration
- ATP + 8.5 months - Deliver final report to government

Background and related work

FA8650-14-D-6533 ("Collaborative Virtual ISR Workspace")

Under Phase III Small Business Innovation Research (SBIR) contract FA8650-14-D-6533 ("Collaborative Virtual ISR Workspace") with Air Force Research Laboratory (AFRL), we have successfully fielded the core ACES capability detailed in the project description to locations in Rosslyn Virginia and Wright-Patterson Air Force Base in Dayton Ohio.

The ACES capability is currently at Technology Readiness Level (TRL) 6. We are transitioning to TRL 7 in partnership with the National Reconnaissance Office's (NRO) Joint Collaboration Cell Westfields (JCC-Westfields) where we will be deploying our next ACES node. Deploying an ACES node to the Geospatial Intelligence Advancement Testbed (GIAT) at NCE could potentially provide the capability to collaborate in real-time with analysts at NRO assuming the proper certification and accreditation is in place for cross system collaboration.

M112-002-0048 ("Novel Methods of Interacting with Overhead Imagery for Broad-Area Search")

Under NGA SBIR M112-002-0048 ("Gestural Imagery Analysis"), we developed a novel system for interacting with overhead imagery that allows imagery analysts to use more of their bodies and to maintain eye contact during image manipulation and analysis. We took an early version of the Praxis framework and integrated it to work with NGA workflow, data sources, and output formats for broad-area search. The resulting system allowed analysts to use intuitive body

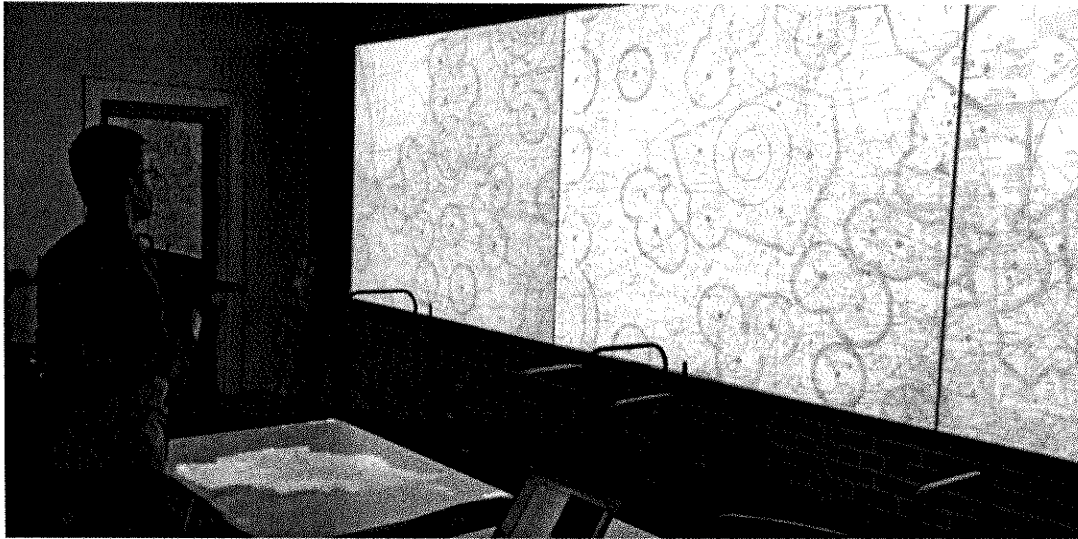
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gestures to perform imagery analysis tasks, recruiting greater body involvement and preventing breaks in context and visual contact. Finally, we expanded our initial work to support the broader context of the NGA imagery search workflow including image selection, assignment, tracking, and integration with source databases such as NGA's Web Access and Retrieval Portal (WARP).



H92222-12-R-0058 (USSOCOM Wargame Center Virtual Planning Workspace)

As a subcontractor to SRA and Oblong Industries, we led the effort to create a prototype for the USSOCOM Wargame Center Virtual Planning Workspace (VPW). The VPW centered on a Virtual Display Space (below), which includes floor-projected mapping and an interactive video wall based on Oblong's Mezzanine. Multiple users can interact with and manipulate map-based data using Oblong's wand technology. The video wall allows for multiple computer screen outputs to be viewed and manipulated in a common environment, allowing any kind of program or data to be shared by everyone in the space. The VPW also allows multiple users, on or off site, to view activities and add, remove, or enhance mapping data via synchronized web clients and high-definition videoconferencing.

Other features included:

1. Synchronization of mapping data to a variety of native and web-based clients
2. Integration with Palantir™ and existing databases of tactical data
 - a. Control of Google Earth Enterprise™ and integration with NGA datasets
3. A variant of this system is now installed and in use at SOCOM JIATF and SOCOM Virginia Beach.

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Tasks/Technical Requirements

- The contractor shall procure COTS hardware and software to field a prototype ACES node as described in our Cost Proposal.
- The contractor shall deploy Photon software on the equipment described in the Cost Proposal.
- The contractor shall demonstrate a fully functional ACES node to sponsor personnel at the contractor's facilities in Rosslyn, Virginia.
- The contractor shall conduct presentations/meetings at times and places specified at times mutually agreed to with the Government
- The contractor shall develop a concept of operations (CONOPS) describing how the ACES capability may be utilized in NGA's analytic workflow.
- The contractor may demonstrate a fully functional ACES node at the sponsor's facilities at NGA Campus East (NCE). Note, in order for the contractor to fulfill this requirement, the contractor will require permission to introduce equipment to NCE 30 days prior to the demonstration. Contractor equipment will not require Internet or sponsor network connectivity for demonstration purposes.
- The contractor shall deliver a final research report 15 days prior to the end of the contract.
- The contractor may integrate the sponsor's existing spatial tracking technologies (e.g. Mezzanine) with ACES. This will be best effort based on available funding and level of effort.

Contract Deliverables

Specific tasks are outlined in the *Tasks/Technical Requirements* section above. Specific contract deliverables are described in this section.

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The contractor shall procure COTS hardware and software to field a prototype ACES node consistent with the hardware and services described in the Cost Volume. The ACES node will be loaded with Photon software and be capable of performing the collaborative analytical capabilities described in the project description and subsequent SOW.

Our main deliverable is a working prototype at the TRL 6 level. This prototype will function without network connectivity so certification and accreditation will not be an issue. If accreditation is possible during the period of performance, we may deploy on the sponsor's network. All hardware purchased with government funding will be left with the government at the conclusion of the contract.

Additionally, the following deliverables are specified in the BAA and will be provided to the government in the course of the contract:

- The contractor shall develop a concept of operations (CONOPS) describing how the ACES capability may be utilized in NGA's analytic workflow. This CONOPS will be delivered to NGA halfway through the period of performance.
- The contractor shall demonstrate a fully functional ACES node at the sponsor's facilities at NGA Campus East (NCE). Note, in order for the contractor to fulfill this requirement, the contractor will require permission to introduce equipment to NCE 30 days prior to the demonstration. Contractor equipment will not require Internet or sponsor network connectivity for demonstration purposes. This demonstration will be delivered to NGA approximately 15 days prior to the end of the period of performance.
- The contractor shall deliver a final research report 15 days prior to the end of the contract.

Licensing

Portions of the ACES environment were developed under Phase I SBIR contract FA865-13-M-6388 and follow-on contract FA8650-14-D-6533, and are provided with SBIR data rights per DFARS 252.227-7018.

All Photon software is licensed at no cost to the Government; the majority of it under Open Source Initiative (OSI) compliant licenses (GNU Public License and/or MIT/Expat license, depending on the component). Some Praxis software depends on third-party components available only under commercial license. Appropriate licenses for this third-party software will be provided with the prototype.

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Pricing

We propose to complete the work on a firm-fixed-price basis for \$337,339.30. A cost proposal outlining the basis for the labor and services component of the proposal is defined below. Pricing for all labor rates proposed below have been approved by the U.S. Government under contract W912DY-14-C-0025 which can be provided upon request.

The cost proposal below is designed to support a three-workstation ACES installation and development environment in a research workspace to be designated by NGA. The installation includes a 120"x76" video wall composed of 2x3 4K Samsung displays, designed to be controlled by and interact with three user workstations. The resulting system will support all research and development defined in the above SOW. The cost proposal includes all equipment required to provide this installation, as well as 1 FTE of direct engineering support for application and workflow development.

MATERIALS - PHOTON/ACES-OE				
8	Photon Video Wall Client	Photon Display Clients (one per screen; two hot spares)	\$180.00	\$1,440.00
6	Photon Video Wall Display	Typically a Samsung 55" 4K display (consumer-grade)	\$1,200.00	\$7,200.00
1	Photon Video Wall Cart	Peerless video wall mounting hardware (rolling)	\$2,180.00	\$2,180.00
3	Photon Desktop Client	Mid-end Graphics PC with Iris 5600 Graphics, to support desktop use.	\$900.00	\$2,700.00
1	Networking/Cabling Bundle	All required cables, networking equipment, power management, etc. to support installation of an ACES OE room as an isolated network environment.	\$2,800.00	\$2,800.00
1	Photon Network Server	1U networking server to support and manage the ACES isolated network. Typical configuration is a Supermicro quad-atom with 8T hard driver for backup storage.	\$890.00	\$890.00
1	Photon Application Server	1U server to manage the Photon environment, and host developed applications. Typical configuration is a 1U Dell or Supermicro with single 10-core Xeon and 32G RAM.	\$1,235.00	\$1,235.00
1	Photon Virtualization Server	4U server to support virtualized machines, file service, and GPU-intensive application servers. Typical configuration is a 40-core, dual-CPU Xeon workstation with AMD W9100 for VDI acceleration and GPU computation.	\$10,500.00	\$10,500.00

LABOR - PHOTON/ACES-OE

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Qty	Product Name	Description	Unit Price	Extended Price
864	Spatial Computing Engineer	3 days / week (0.6 FTE) of research, development, and application development to support operational use of ACES/Photon in NGA BAD.	\$171.87	\$148,495.68
1	Installation Services	Installation and Cabling ACES OE - Photon Room: On-site installation. Per engagement cost.	\$18,000.00	\$18,000.00
576	Sr. User Experience Designer	2 days / week (0.4 FTE) to support workflow development, experimentation, and application design	\$193.36	\$111,375.36
144	Senior Project Manager	4 hours / week to support project management and supervision	\$193.36	\$27,843.26
TRAVEL				
4	BOS-DCA	4 trips from BOS/NYC-DCA to support meetings and analysis	\$670.00	\$2,680.00
TOTAL EXTENDED COST				\$337,339.30

We can offer an additional package of engineering and support services, designed to integrate the proposed ACES environment into the existing NGA Spatial Research Laboratory. This work will complement the existing installation by allowing direct interaction between ACES-OE applications and the existing spatial computing interfaces and applications in the Spatial Research Laboratory.

LABOR - SPATIAL COMPUTING / PRAXIS INTEGRATION (OPTIONAL)				
Qty	Product Name	Description	Unit Price	Extended Price
576	Spatial Computing Engineer	2 days / week (0.4 FTE) of research, development, and application development to support operational use of ACES/Photon in NGA BAD.	\$171.87	\$98,997.12
288	Sr. User Experience Designer	1 day / week (0.2 FTE) to support workflow development, experimentation, and application design	\$193.36	\$55,687.68

MATERIALS - SPATIAL COMPUTING / PRAXIS INTEGRATION (OPTIONAL)				
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Cost Volume-3

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1	Visualization Server	4U server to support highly immersive visualization and augmented reality applications. Typical configuration is a 20-core, single-CPU Xeon workstation with AMD W9100.	\$7,800.00	\$7,800.00
TOTAL EXTENDED COST				\$162,484.80

We are not proposing the direct use of any subcontractors or consultants for this effort. No fee or profit is proposed for this offer.

Payment Terms

In accordance with the BAA, payment terms are contained in the Milestone Table below.

Milestone	Milestone Date	Milestone Amount
CONOP delivery, prototype demonstration in contractor laboratory	ATP + 4 months	\$84,334.82
Demonstration, Research Report, and any final software or hardware developed under this effort delivered.	15 days before the end of the contract period of performance.	\$253,004.48

OCI Affirmation and Disclosure

Our Principal Investigator, Mr. Frank Tanner, currently provides part-time (< 25%) subject matter expertise as a subcontractor to Booz Allen Hamilton on the InnoVision Future Solutions Program (IFSP) contract #HM1582-06-C-00017. His current assignment is in Computer Vision and 3D scene reconstruction and is not related to any work in the present proposal. Specific details are classified and can be discussed in the appropriate channels. We assert that there is no Organizational Conflict of Interest for the present proposal.

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APPENDIX 6

Hadron Industries, AF141-032, F141-032-2078

(12) Appendix A: Letter of Support from Oblong Industries

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January 2, 2014

Dear Mr. Dienes,

Letter of Support for
Hadron Industries
SBIR Research

I write this letter to express our support for your OSD SBIR submission AF141-032 ("Improved decision support and multi-agency coordination through naturalistic collaboration and interactions"), to be submitted by Hadron Industries to 2014.1 SBIR AF141-032.

To: Klee Dienes
President, Hadron Industries
90 Airport Road
Concord, NH

Dr. Underkoffler and I look forward to working with you, Mr. Tanner, and DoD personnel on this project, as well as with the rest of your team.

As part of our commitment to this joint effort, we plan to contribute the following:

- Full access to and support for the g-speak and Mezzanine Software Development Kits (SDKs).
- Usage of Oblong's Boston, Los Angeles, and Washington, D.C. g-speak and Mezzanine environments for development, demonstrations, and testing of usability and code functionality
- Ongoing user-experience, product-development, and strategic feedback throughout the life of the project.
- A guarantee to provide licenses for the g-speak platform, Mezzanine products, and SDK and development tools in the future for DoD / federal sales at current best-available pricing.

Sincerely yours,

Kir Khar

Kwindla Kramer
CEO

LONG INSTITUTE

940 EAST 3RD STREET
DULLES VA
LOCAL AREA TELEPHONE CA
202415

[illegible]

APPENDIX 7A

8/16/2018

Triangle Experience Group Mail - [University of Nebraska - Omaha - Bug #894] Tracking System July install



Robert Clare <rclare@triangleexperience.com>

[University of Nebraska - Omaha - Bug #894] Tracking System July install

4 messages

redmine@hadronindustries.com <redmine@hadronindustries.com>

Mon, Jun 22, 2015 at 3:36 PM

Issue #894 has been updated by Matt Tennie.

- **Assignee** changed from Klee Dienes to Franklin Tanner

Sean M said two different tracking systems were received at Rosslyn on Friday 6/19/15. These two systems are to be tested to determine which tracking system we want to use, which will be installed at UNO.

The current plan is to aim for installation of this system at UNO on the 2nd or 3rd week of July. The current assumption is that this will require presence of MattT and/or Frank at UNO.

Please make a note here if any of this is inaccurate.

Bug #894: Tracking System July install

- Author: Matt Tennie
- Status: New
- Priority: Normal
- Assignee: Franklin Tanner
- Category:
- Target version:
- Next Action: 01/01/2010 tracking system

needs to be purchased and prepped.

Do we need training from Oblong to calibrate for installation?

You have received this notification because you have either subscribed to it, or are involved in it.
To change your notification preferences, please click here: <http://admin.hadronindustries.com/redmine/settings>.

redmine@hadronindustries.com <redmine@hadronindustries.com>

Fri, Jul 10, 2015 at 3:00 PM

Issue #894 has been updated by Matt Tennie.

- **Assignee** changed from Franklin Tanner to Klee Dienes

Klee has the new tracking system in NH. He will work with it until he is ready to hand it off to MattT. MattT will then schedule installation at UNO by mid-August.

8/16/2018

Triangle Experience Group Mail - [University of Nebraska - Omaha - Bug #894] Tracking System July install

Bug #894: Tracking System July install

- Author: Matt Tennie
- Status: New
- Priority: Normal
- Assignee: Klee Dienes
- Category:
- Target version:
- Next Action: 01/01/2010

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redmine@hadronindustries.com <redmine@hadronindustries.com>

Fri, Aug 14, 2015 at 11:21 AM

Issue #894 has been updated by Matt Tennie.

- **Assignee** changed from Klee Dienes to Matt Tennie

Matt has the Intersense IS-900 system at home and will spend the next couple of weeks getting familiar with the hardware. Once the hardware is working, Klee & Frank will implement system input to Photon.

Bug #894: Tracking System July install

- Author: Matt Tennie
- Status: New
- Priority: Normal
- Assignee: Matt Tennie
- Category:
- Target version:
- Next Action: 01/01/2010 tracking system

needs to be purchased and prepped.

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To change your notification preferences, please click here: <http://admin.hadronindustries.com/redmine/settings>.

redmine@hadronindustries.com <redmine@hadronindustries.com>

Thu, Dec 10, 2015 at 9:27 AM

Issue #894 has been updated by Matt Tennie.

work tabled until Photon v2 is ready.

8/16/2018

Triangle Experience Group Mail - [University of Nebraska - Omaha - Bug #894] Tracking System July install

Bug #894: Tracking System July install

- Author: Matt Tennie
- Status: New
- Priority: Normal
- Assignee: Matt Tennie
- Category:
- Target version:
- Next Action: 01/01/2010 tracking system

needs to be purchased and prepped.

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APPENDIX 7B

Begin forwarded message:

From: "Calus, Brian (Proxy)" <Brian.Calus@thalesvisionix.com>

Subject: Introductions and IS-900 military installations

Date: September 4, 2015 at 3:47:02 PM EDT

To: Matthew Burton <matthew.burton@hadronindustries.com>

Cc: Sean McCluskey <sean@triangleexperience.com>

Hello Matt and Sean,

I wanted to follow up on evaluation results of the IS-900 system and your request for installation training.

Any update on your testing would be appreciated and we can resume discussions to train your installation team.

Thank you in advance,

Brian

Brian Calus

Dir. of Bus. Dev., Motion Tracking Systems

Thales Visionix, Inc.

P: [630-947-0330](tel:630-947-0330)

M: [240-457-7640](tel:240-457-7640)

brian.calus@thalesvisionix.com

From: Matthew Burton (<mailto:matthew.burton@hadronindustries.com>)

Sent: Thursday, August 06, 2015 6:44 PM

To: Calus, Brian (Proxy) <Brian.Calus@thalesvisionix.com>

Cc: Sean McCluskey <sean@triangleexperience.com>

Subject: Re: Introductions and IS-900 military installations

Hi Brian,

You're not the first person to encounter our mail problem at Airport Rd. You can send it to Klee's home:

Klee Dienes

115 Hoit Rd

Concord, NH 03301

On Thursday, August 6, 2015, Calus, Brian (Proxy) <Brian.Calus@thalesvisionix.com>wrote:

Hello Sean and Matt,

Just wanted to revisit the requested installation training. We are still short the necessary components to properly train your technical guys and we recommend using your tracking system at your facility to a proper training session.

Also, my AR department is asking for updated billing address. Apparently, the invoice mailed to the billing address listed on the PO has been returned to us and we need a valid billing address. Please reply with this information at your earliest convenience.

Regards,

Brian

Brian Calus

Dir. of Bus. Dev., Motion Tracking Systems

Thales Visionix, Inc.

P: [630-947-0330](tel:630-947-0330)

M: [240-457-7640](tel:240-457-7640)

brian.calus@thalesvisionix.com

APPENDIX 8

On Monday, July 25, 2016, Matthew Burton <matthew.burton@hadronindustries.com> wrote:

The office is being renovated. It is not suitable for work right now.

--

Matthew Burton
hadronindustries.com
[571-213-0515](tel:571-213-0515)

On Mon, Jul 25, 2016 at 10:50 AM, Sean Mccluskey <sean@triangleexperience.com> wrote:

Matt/Klee

I'd like to use the Cambridge office on Thurs to attend a demo that we're hosting from Rosslyn...how do I best coordinate and what is the current state of Cambridge? Can I vtc in using Zoom connection?

Sean Mccluskey

1401 Wilson Blvd

B Level

Arlington VA 22209

[410.212.9561](tel:410.212.9561) (m)

[443.837.5839](tel:443.837.5839) (o)

sean@triangleexperience.com

APPENDIX 9

8/8/2018

Triangle Experience Group Mail - Draper



Robert Clare <rclare@triangleexperience.com>

Draper

18 messages

Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com>

Thu, Jun 25, 2015 at 6:57 PM

To: Robert Clare <rclare@triangleexperience.com>, Matthew Burton <matthew.burton@hadronindustries.com>, Klee Dienes <klee.dienes@hadronindustries.com>

I'm excited about Draper, and it sounds like we have a good connection there. However I can help make this happen, let me know.

What's our next move?

Jeff

Robert Clare <rclare@triangleexperience.com>

Thu, Jun 25, 2015 at 9:11 PM

To: Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com>

Cc: Matthew Burton <matthew.burton@hadronindustries.com>, Klee Dienes <klee.dienes@hadronindustries.com>

Yes, I as well.

Next step...meeting in DC with Jeff Jungerman (SP?) Will keep you up to date.

On Thu, Jun 25, 2015 at 6:57 PM, Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com> wrote:

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Rob Clare

Triangle Experience Group

rclare@triangleexperience.com

910-489-9520 (mobile)

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To: Robert Clare <rclare@triangleexperience.com>

Cc: Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com>, Klee Dienes <klee.dienes@hadronindustries.com>

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Gordy,

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Triangle Experience Group Mail - Draper

-- Cushman & Wakefield: Draper uses them extensively to coordinate our offsite locations. Local Cambridge POC who works w/ Draper: Mark winters, 617-204-4134.

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Triangle Experience Group
rclare@triangleexperience.com
910-489-9520 (mobile)

Matthew Burton (sent from phone)
hadronindustries.com
571-213-0515

Robert Clare <rclare@triangleexperience.com>

Thu, Jun 25, 2015 at 9:17 PM

To: Matthew Burton <matthew.burton@hadronindustries.com>

Cc: Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com>, Klee Dienes <klee.dienes@hadronindustries.com>

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Thx

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Triangle Experience Group Mail - Draper

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To: Robert Clare <rclare@triangleexperience.com>

Cc: Matthew Burton <matthew.burton@hadronindustries.com>, Klee Dienes <klee.dienes@hadronindustries.com>

FYI. CIC is the wrong answer. If there was a test. Agree Klee?

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Triangle Experience Group Mail - Draper

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8/8/2018

Triangle Experience Group Mail - Draper

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8/8/2018

Triangle Experience Group Mail - Draper

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Triangle Experience Group Mail - Draper

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Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com>

Thu, Jul 2, 2015 at 9:12 AM

To: Robert Clare <rclare@triangleexperience.com>

Cc: Matthew Burton <matthew.burton@hadronindustries.com>, Klee Dienes <klee.dienes@hadronindustries.com>

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8/8/2018

Triangle Experience Group Mail - Draper

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8/8/2018

Triangle Experience Group Mail - Draper

Thanks!

8/8/2018

Triangle Experience Group Mail - Draper

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To: Robert Clare <rclare@triangleexperience.com>

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This sounds great.

In terms of support, I think the ability to setup a development/demo space would be great. Something that for now 3-4 people could comfortably work in, and that we can access without needing clearances.

Klee, Matt thoughts?

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Triangle Experience Group Mail - Draper

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8/8/2018

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8/8/2018

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To: Jeffrey LeBlanc <jeff.leblanc@hadronindustries.com>

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Makes a ton of sense.

I will look over the link to Draper's research areas earlier and see what seems promising.

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I've started a document here: https://docs.google.com/a/hadronindustries.com/document/d/1BE9Qa5dQDrnysT6GPcyCrv52Hh21UQGQfmaW8Oe_flg/edit?usp=sharing

Also did a review of their website and noted a few things that jumped out.

8/8/2018

Triangle Experience Group Mail - Draper

On Thu, Jul 2, 2015 at 9:20 PM, Robert Clare <rclare@triangleexperience.com> wrote:

Copy all. Weapons hot...feet wet!

On Jul 2, 2015 4:20 PM, "Klee Dienes" <klee.dienes@hadronindustries.com> wrote:

Re: network ... if we get a single port onto MITnet we can take care of the rest. Best would be full IPv6 bridging or a full 18.x subnet. But the MIT network is wicked good with even a single port.

Most important aspect for us is "place MIT students / recent grads will find convenient/interesting to go to".

8/8/2018

Triangle Experience Group Mail - Draper

Rob and I talked and I think I have my script for the Draper conversation about how to work together. Looking

8/8/2018

Triangle Experience Group Mail - Draper

forward to seeing what Jeff comes up with.

On 07/02/2015 09:42 AM, Matthew Burton wrote:

Here are some needs and wants that come to mind, in no particular order:

- unfettered network access. We probably don't want to be in a space where someone else tells us which ports we can and cannot use.
- SIPR drop
- 24/7 access
- after-hours HVAC
- A somewhat dedicated space instead of having us intermingled with others in a way that makes it hard to tell where our space begins and someone else's ends.

--

Matthew Burton hadronindustries.com

<<http://hadronindustries.com>>

571-213-0515

On Thu, Jul 2, 2015 at 9:33 AM, Jeffrey LeBlanc

<jeff.leblanc@hadronindustries.com

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In terms of support, I think the ability to setup a development/demo space would be great. Something that for now 3-4 people could comfortably work in, and that we can access without needing clearances.

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8/8/2018

Triangle Experience Group Mail - Draper

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Thanks!

8/8/2018

Triangle Experience Group Mail - Draper

Jeff

8/8/2018

Triangle Experience Group Mail - Draper

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8/8/2018

Triangle Experience Group Mail - Draper

Jeff

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8/8/2018

Triangle Experience Group Mail - Draper

<rclare@triangleexperience.com> wrote:

8/8/2018

Triangle Experience Group Mail - Draper

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Next step...meeting in DC with
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On Thu, Jun 25, 2015 at 6:57 PM,
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Rob Clare
Triangle Experience Group
rclare@triangleexperience.com
910-489-9520 <tel:910-489-9520>
(mobile)

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Matthew Burton (sent from phone)
hadronindustries.com
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8/8/2018

Triangle Experience Group Mail - Draper

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rclare@triangleexperience.com
<mailto:rclare@triangleexperience.com>
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Robert Clare <rclare@triangleexperience.com>

Wed, Aug 8, 2018 at 9:40 PM

To: cflanagan@triangleexperiencegroup.com, Sean McCluskey <sean@triangleexperience.com>

Rob Clare
Triangle Experience Group
rclare@triangleexperience.com
910-489-9520 (mobile)

----- Forwarded message -----

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8/8/2018

Triangle Experience Group Mail - Draper

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Triangle Experience Group Mail - Draper

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Triangle Experience Group Mail - Draper

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Triangle Experience Group Mail - Draper

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8/8/2018

Triangle Experience Group Mail - Draper

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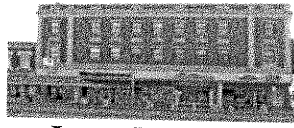
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APPENDIX 10

625 Massachusetts Avenue



Lease Proposal Terms & Conditions

Prepared For:
Hadron Industries

November 11, 2015

PROPERTY:

625 Massachusetts Ave.
Cambridge, MA 02139

LANDLORD:

L&B 625 Mass Ave LLC

TENANT:

Hadron Industries, Inc.

BUILDING MANAGEMENT:

Lincoln Property Company
Building Manager: Carol Griffin

PREMISES:

Approximately 4,122 RSF on the First (1st) floor.

LEASE TERM:

Five (5) Years and Four (4) Months from Lease
Commencement Date.

POSSESSION:

Upon Lease Execution.

LEASE COMMENCEMENT DATE:

Two weeks following Possession.

BASE GROSS RENTAL RATE:

Months 1-4: \$35.50/RSF paying on 2,061 RSF
Months 5-16: \$35.50/RSF with \$1.00/RSF increases every
twelve (12) months

OPERATING EXPENSES:

Tenant shall be responsible for it's pro rata share of any
increases in operating expenses over the Base Year 2016
operating expenses.

REAL ESTATE TAXES:

Tenant shall be responsible for it's pro rata share of any
increases in real estate taxes over Fiscal Year 2017.

EXTENSION OPTION:

Tenant shall have the option to renew for five (5) years at
the 100% Fair Market Value with the Tenant providing
nine (9) months prior written notice to Landlord.

ELECTRICAL EXPENSE:

Electricity to the premises shall be submetered or check
metered to the premises. Tenant shall pay for all charges
for electric consumption in the premises as reasonably
determined by Landlord based on readings of such
submeters or check meters, but without mark-up above
actual cost.

This section shall be further defined in the lease document.

Page: 2

CLEANING:

Tenant is responsible for cleaning of their premises.
Landlord is responsible for cleaning of common areas.

TENANT IMPROVEMENTS:

Landlord shall provide Tenant with a Tenant Improvement Allowance that shall not exceed \$40/RSF. As used herein, the term "Improvement Allowance" shall mean (i.) the total cost for work using building standard materials, supplies, overhead, general conditions and alterations to the proposed lease area; (ii.) architectural and engineering fees necessary to complete any work or improvements to be performed at the request of the Tenant; (iii.) a construction oversight fee payable to Landlord's representative. All improvement costs in excess of the Tenant Improvement Allowance shall be paid by the Tenant. In addition, Tenant's plans and specifications must meet with Landlord's approval. Tenant shall have Twelve (12) months to utilize allowance.

LEASE SECURITY:

The amount of lease security will be determined upon Landlord's review of Tenant's financial statements.

PARKING:

Parking is available at the rear of the Building. This shall be discussed further in more detail.

BROKERAGE COMMISSION:

Brokerage fees will be due to Lincoln Property Company per a separate agreement. The responsibility of the Brokerage Fee is the Landlord's.

QUALIFYING CONDITIONS:

This Offer is subject to the following: (i) withdrawal at anytime without notice, (ii) Landlord's satisfactory review of Tenant's financial statements (iii) the superior rights, if any, of other tenants to the subject space, and (iv) execution of a mutually acceptable lease document incorporating these terms and conditions and such other terms and conditions to which the parties may agree.

This letter shall not constitute a formal binding agreement. This letter reflects the basic terms and condition of the proposed Lease Document (WHICH IS SUBJECT TO THE APPROVAL OF THE LANDLORD). Landlord and Tenant expect that the definitive Lease document which will be negotiated will be generally consistent with this letter. This letter does not create any legal rights or obligations between Landlord and Tenant, nor does this letter attempt to be comprehensive on those issues, which are addressed. It is intended that all legal rights and obligations of Landlord and Tenant shall not only be those which are set forth in the definitive Lease document which is approved and executed by Landlord and Tenant. This offer shall remain in effect until June 5, 2015.

Page: 3

AGREED TO AND ACCEPTED BY:

TENANT:

A handwritten signature in black ink, appearing to read 'Matthew Burton', is written over a horizontal line.

Hadron Industries, Inc.

By: Matthew Burton

Title: COO

Date: 11/11/2015

APPENDIX 11

qty.	item name/desc.	link	status	notes
	2 Left L Shaped Sit/Stand Desk	link	arrived	Sam and Matt's de
	2 Right L Shaped Sit/Stand Desk	link	arrived	Jeff's Desk
	4 Regular Desk Sit/Stand Legs	link	2 arrived	for current desk st

Casters?

searching for correct casters

Computers:

1 8-Core Thinkmate Ingest Beta	have	Klee's desk
3 10-Core Thinkmate Ingest Beta	have	Sam, Matt, and Je
1 10-Core Ingest	Phase II	Megadesk
1 Zotac Workstation	Phase II	Megadesk
1 Chromebox (shared screen)	Phase II	Megadesk

Desk Equipment:

8 5-port Network Switch	link	10/26 delivery	all desks
7 1u PDU	link	arrived	all desks
6 Monitor Mount Arm	link	arrived	2x Klee2x Jeff2x I
3 Monitor Mount Arm	link	Phase II	3x Megadesk
4 Heavy CPU Holder	https://www.amaz	arrived	Klee and Jeff's de
1 Heavy CPU Holder	https://www.amaz	Phase II	Megadesk

esks

tock

2x 4k screen

2x 4k screen

1x 4k screen

1x 4k screen

1x 4k screen

VattT

:sks

APPENDIX 12

8/16/2018

Triangle Experience Group Mail - roles, site POCs



Robert Clare <rclare@triangleexperience.com>

roles, site POCs

1 message

Frank Tanner <frank.tanner@hadronindustries.com> Fri, Jul 17, 2015 at 10:52 PM To: everyone <team@hadronindustries.com>, Team TEG <team@triangleexperience.com>

Hi everyone,

Due to a massive team effort, most of the database/icinga issues have been resolved. This is a huge milestone in the long term sustainability of our multi-site systems. Thanks for all the hard work in getting us to this point!

Moving forward, I want to develop a support model where there is a level 1 action officer in charge of each site to ensure that all machines are online and active. I'd propose the following:

- 1) Frank is responsible for WPAFB, AGC, NRO, Test, and any "disconnected" system
- 2) Brian Clare is responsible for Rosslyn
- 3) Neil is responsible for NHARG, Manchester. and SoP
- 4) Matt Tennie is responsible for UNO

What does this mean? Being level 1 action officer means that you're the person responsible for checking icinga each morning and making sure everything is green. If something is red, you are responsible for ensuring that it gets fixed. If you do not know how to fix it (which will be completely normal right now), you are responsible for notifying level 2 support (i.e. Frank & Klee) and getting us engaged to resolve the problem. In the process of resolving the issue, Klee and I will train the action officer on the remediation hence distributing overall system responsibility. It will also make Klee and I cognizant of things like "Yeah, that sucks, we really need to make it better".

Sound good to everyone? Track me down on chat or e-mail and let's discuss if there's any confusion. Thanks! -Frank

https://mail.google.com/mail/u/0/?ui=2&ik=893337c95cb&jsver=0kP6PjD6EqM.en.&cbl=gmail_fe_180808.12_p1&view=pt&q=UNO%20tracking&qs=true&search... 1/1

APPENDIX 13


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  "password" : "aces"
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  "password" : "aces"
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  "password" : "aces"
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  "password" : "aces"
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  "user" : "aces",
  "password" : "aces"
},
{
  "description" : "User Desktop A",
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    "password" : "aces"
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    "address" : "colossus.rosslyn.aces-aoe.com:3415",
    "user" : "aces",
    "password" : "aces"
  },
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    "port" : "3402",
    "address" : "colossus.rosslyn.aces-aoe.com:3402",
    "user" : "aces",
    "password" : "aces"
  },
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    "port" : "3389",
    "address" : "192.168.23.202:3389",
    "user" : "Administrator",
    "password" : "Hafgpl+$"
  }
]

```

APPENDIX 14A

SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, AND 30				1. REQUISITION NUMBER W31RYO42717684		PAGE 1 OF 53	
2. CONTRACT NO. W912DY-14-C-0025		3. AWARD/EFFECTIVE DATE 30-Sep-2014		4. ORDER NUMBER		5. SOLICITATION NUMBER	
7. FOR SOLICITATION INFORMATION CALL:		a. NAME		b. TELEPHONE NUMBER (No Collect Calls)		8. OFFER DUE DATE/LOCAL TIME	
9. ISSUED BY US ARMY ENGINEERING & SUPPORT CENTER HUNTSVILLE ENGINEERING & SUPPORT CENTER P.O. BOX 1600 HUNTSVILLE AL 35807-4301 TEL: FAX:		CODE W912DY		10. THIS ACQUISITION IS <input type="checkbox"/> UNRESTRICTED <input checked="" type="checkbox"/> SET ASIDE: 100% FOR <input type="checkbox"/> SB <input type="checkbox"/> HUBZONE SB <input type="checkbox"/> 8(A) <input checked="" type="checkbox"/> SVC-DISABLED VET-OWNED SB <input type="checkbox"/> EMERGING SB SIZE STD: 27500000 NAICS: 541519		11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input type="checkbox"/> SEE SCHEDULE 13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) 13b. RATING 14. METHOD OF SOLICITATION <input type="checkbox"/> RFQ <input type="checkbox"/> IFB <input type="checkbox"/> RFP	
15. DELIVER TO SEE SCHEDULE		CODE		16. ADMINISTERED BY DIRECTORATE OF CONTRACTING - HNC ATTN: CHRISTOPHER HARVEL 256-895-7011 HUNTSVILLE AL 35816		CODE W912DY	
17a. CONTRACTOR/OFFEROR HADRON INDUSTRIES 90 AIRPORT RD CONCORD NH 03301-5326 TEL. FACILITY CODE		CODE 67NM8		18a. PAYMENT WILL BE MADE BY US ARMY ENG & SUP CENTER - FINANCE OFFIC US ARMY CORPS OF ENGRS FINANCE CTR 5722 INTEGRITY DRIVE MILLINGTON TN 38054-5005		CODE 964145	
<input type="checkbox"/> 17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER		18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a. UNLESS BLOCK BELOW IS CHECKED <input checked="" type="checkbox"/> SEE ADDENDUM					
19. ITEM NO.	20. SCHEDULE OF SUPPLIES/ SERVICES			21. QUANTITY	22. UNIT	23. UNIT PRICE	24. AMOUNT
SEE SCHEDULE							
25. ACCOUNTING AND APPROPRIATION DATA See Schedule					26. TOTAL AWARD AMOUNT (For Govt. Use Only) \$1,569,108.56		
<input type="checkbox"/> 27a. SOLICITATION INCORPORATES BY REFERENCE FAR 52.212-1. 52.212-4. FAR 52.212-3. 52.212-5 ARE ATTACHED. ADDENDA <input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED <input checked="" type="checkbox"/> 27b. CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52.212-4. FAR 52.212-5 IS ATTACHED. ADDENDA <input checked="" type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED							
28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN 1 COPIES <input checked="" type="checkbox"/> TO ISSUING OFFICE. CONTRACTOR AGREES TO FURNISH AND DELIVER ALL ITEMS SET FORTH OR OTHERWISE IDENTIFIED ABOVE AND ON ANY ADDITIONAL SHEETS SUBJECT TO THE TERMS AND CONDITIONS SPECIFIED HEREIN. REF: W912DY-14-G-1086				29. AWARD OF CONTRACT: REFERENCE <input type="checkbox"/> OFFER DATED . YOUR OFFER ON SOLICITATION (BLOCK 5), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH HEREIN, IS ACCEPTED AS TO ITEMS: SEE SCHEDULE			
30a. SIGNATURE OF OFFEROR/CONTRACTOR 				31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER)		31c. DATE SIGNED	
30b. NAME AND TITLE OF SIGNER (TYPE OR PRINT) Franklin R. Tanner, Chief Scientist		30c. DATE SIGNED 30-Sept-2014		31b. NAME OF CONTRACTING OFFICER (TYPE OR PRINT) TEL: EMAIL:			

APPENDIX 14B



Naturalistic Operator Interface for Immersive Environments

Award Information

Agency:

Department of Defense

Branch:

Air Force

Contract:

FA8650-13-M-6388

Agency Tracking Number:

O123-HS2-1188

Amount:

\$149,876.00

Phase:

Phase I

Program:

SBIR

Awards Year:

2013

Solicitation Year:

2012

Solicitation Topic Code:

OSD12-HS2

Solicitation Number:

2012.3

Small Business Information

Hadron Industries, Inc.

90 Airport Road, Concord, NH, -

DUNS:

965560787

HUBZone Owned:

N

Woman Owned:

N

Socially and Economically Disadvantaged:

N

Principal Investigator

Name: Frank Tanner

Title: Chief Scientist

Phone: (855) 267-4253

Email: frank.tanner@hadronindustries.com

Business Contact

Name: Klee Dienes

Title: President

Phone: (855) 267-4253

Email: klee.dienes@hadronindustries.com

Research Institution

Name: Stub

Abstract

"Remotely sensed data has an inherent physical detachment from the environment being sensed. At a high-level, we propose leveraging Oblong Industries' revolutionary g-speak platform to restore fully embodied situational awareness through multimodal interaction within the ICEbox environment. The g-speak spatial operating environment (SOE) is the world's first fully-embodied, spatially aware computing environment, and the result of nearly 25 years of research and development into novel methods of human-computer interaction. The g-speak system's conceptual debut was in the movie Minority Report and recently appeared in the Iron Man films. What began as a movie concept has developed into a spatially aware, networked OS, designed from the ground-up as a whole-body, human-computer interaction platform. The g-speak SOE is designed to help programmers write applications that use gestural input, function well on large screens and for simultaneous users, work across multiple computers and screens, and can be built from loosely-coupled small programs. By design, g-speak understands the relationships between the operator and the environment. By using a variety of hand gestures, as well as interaction with physical objects and/or mobile devices, g-speak is uniquely capable of restoring embodiment to the task of computing in general, and immersive situational awareness in particular."

* Information listed above is at the time of submission. *

APPENDIX 14C



***Advanced Collaboration Enterprise Services
Technical Services***

Technical Volume

Prepared for:

U.S. Army Corp of Engineers (USACE HNC)
P.O. Box 1600
Huntsville, AL 358074301

Prepared by:

Hadron Industries, Inc.
90 Airport Road
Concord, NH 03301

Government POC:

Zalerie Moore, Contracting Officer
E-mail: zalerie.moore@usace.army.mil
Phone: (256) 895-2594

Technical POC:

Klee Dienes, President
E-mail: klee.dienes@hadronindustries.com
Phone: (855) 267-4253 Fax: (855) 267-1253

Alternate POC:

Christopher Harvel, Contract Specialist
E-mail: Christopher.A.Harvel@usace.army.mil
Phone: (256) 895-7011

Alternate POC:

Franklin Tanner, Chief Scientist
E-mail: frank.tanner@hadronindustries.com
Phone: (571) 230-3850 Fax: (855) 267-1253

Hadron Industries at a Glance:

CAGE Code: 67NM8
DUNS: 965560787
EIN: 27-3953479
Set-Asides: Service-Disabled Veteran Owned Small Business (SDVOSB)
Organization: C Corporation (100% SDV-Owned and Controlled)
NAICS Codes: 541511, 541512, 541519

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Distribution B: Distribution authorized to U.S. Government Agencies Only; Proprietary Information

APPENDIX 15A

16 Nov 2016

HADRON
INDUSTRIES
Klee Dienes, President
Hadron Industries, Inc.
90 Airport Road
Concord, NH 03301

Robert Clare, President
Triangle Experience Group
1401 Wilson Blvd., Level B
Arlington, VA 22201-2326

Re: ACES

Dear Rob:

may have ^{KD}

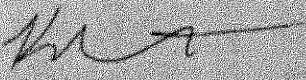
We have recently learned that TEG ~~has~~ been acting in ways that are inconsistent with our core values, as well as with the success of the ACES program. Accordingly, we hereby terminate any relationships we may have with TEG, implied or otherwise.

More specifically:

- We do not intend to work jointly with TEG, either as a prime contractor to TEG, a subcontractor of TEG, or in a joint partnership with TEG.
- We remind you that the Photon / Praxis / ACES computing environment is the exclusive property of Hadron.
- We intend to provide for an orderly termination of all services (including demonstration services of our Photon / Praxis / ACES computing environment) at all TEG-managed locations. We will make arrangements to remove Hadron-owned equipment from these locations at TEG's convenience. We remind you that demonstration equipment installed at non-TEG locations is the property of Hadron and should not be modified or removed by TEG personnel.

With the Photon / Praxis / ACES computing environment being the property of Hadron exclusively we also remind you that as such the Photon and Praxis spatial computing environments, as well as the ACES site-management tools and configuration framework, contain Hadron-proprietary source code and data and equipment, and that we do not license or consent to TEG's use, distribution, or demonstration of the Photon / Praxis / ACES computing environment including without limitation any such software or data or equipment therein, in whole or in any part, in any capacity, without the prior, written approval of Hadron.

Sincerely,


Klee Dienes

APPENDIX 15B



Hadron Industries, Inc.
<http://www.hadronindustries.com>

October 2, 2017

VIA E-mail and Certified Mail®

Re: Hadron Industries, Inc.—Rights to Advanced Collaboration Enterprise Services technology used in connection with task order W911NF16D0037-0002

To: Tristan D. Harley, Contracting Officer
P.O. Box 12211
Research Triangle Park
North Carolina 27709-2211
tristan.d.harley.civ@mail.mil

Cc: Dennis Longo, Competition Advocate
Army Contracting Command
6001 Combat Dr.
Aberdeen Proving Ground, MD, 21005
dennis.p.longo.civ@mail.mil

To: Megan Francis
P.O. Box 12211
Research Triangle Park
North Carolina 27709-2211
megan.m.francis3.civ@mail.mil

Mr. Harley, Ms. Francis, and Mr. Longo,

Hadron Industries, Inc. (“Hadron”) is the original and primary developer of the Advanced Collaboration Enterprise Services (ACES) technology and applications, a technology developed by Hadron under a Phase III Small Business Innovation Research (“SBIR”) program to which Hadron—as a qualified small business Phase III participant—is the exclusive data rights holder. All of the ACES program derives from, extends, and/or completes Hadron’s development efforts made under Contract Nos. FA8650-13-M-6388 and FA8650-14-D-6533, which contracts were awarded to Hadron on February 28, 2013 and July 31, 2014 by the Department of the Air Force. As you may know, pursuant to the Small Business Administration’s February 24, 2014 SBIR Policy Directive, agencies that pursue follow-on work to SBIR-funded technology must—to the greatest extent practicable—give preference (including sole-source awards) to the company that developed the technology—in this case, Hadron. See, e.g., 15 U.S.C § 638(r)(4) (noting that “Federal agencies ... **shall issue** Phase III awards relating to technology, including sole source awards, to the SBIR ... award recipients that developed the technology”) (emphasis added); see also SBIR Policy Directive at § 4(c)(7) (same). No third parties currently have authorization to use any of Hadron’s intellectual property (“IP”) and Hadron has not authorized Government agencies to utilize any portions of its IP that has been developed through private funding.

Hadron has invested significant resources into creating, designing and developing ACES into a production-ready, cost-effective product. The demonstration units Hadron has provided to Government locations have demonstrated beyond all doubt that the product and system operations meet or exceed mission requirements. Over the last year, Hadron has continued to develop the ACES platform through private funding, resulting in a product that will provide the Government with exceptional performance at reasonable cost. While Hadron seeks to work as cooperatively as possible with all parties, Hadron will take appropriate action should anyone misappropriate Hadron's IP, use any part of it without Hadron's authorization, and/or otherwise violate Hadron's rights under law and regulation.

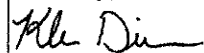
Hadron is concerned that, on June 7, 2017, your office awarded Task Order No. W911NF16D0037-0002 to Triangle Experience Group (TEG). In particular, the Task Order appears to encompass the following Government requirement: "ADVANCED COLLABORATION ENTERPRISE SERVICES OPERATING ENVIRONMENT (ACES) SUPPORT TO JOINT CUSTOMER (JC)." See Exhibit 1 hereto. This involves precisely the same technology that Hadron has developed as an SBIR participant and, as such, the Task Order should not have been awarded to TEG. In addition, the Task Order was improperly awarded because it constitutes an increase in scope beyond the terms and conditions of the original contract for W911NF16D0037, which makes no direct mention of ACES.

As discussed above, ACES is a Phase III SBIR program, and Hadron is entitled to preference in any related contracting actions. Hadron has been vigilant about searching the Government-wide Point of Entry ("GPE"), set forth at www.fbo.gov, for opportunities to provide ACES services to the Government. No such opportunities have been posted since Solicitation No. W921DY-16-R-0035, which was last modified on September 27, 2016. Despite being known to the Government as a qualified (and in fact preferred) vendor for ACES services, Hadron was not notified of any Government requirement for this Task Order, nor was it offered an opportunity to submit a proposal in response to this requirement.

We ask that your office provide Hadron with a copy of the Task Order and all related documentation in the Agency's files, so that we may determine to what extent our rights may have been violated. We also ask that you provide us with contact information for (1) the task and delivery order ombudsman for Contract No. W911NF16D0037, and (2) your cognizant Agency counsel.

Hadron is ready and eager to fulfill the Government's requirements for ACES as a preferred, sole-source vendor. We invite you to contact us to discuss how we can best provide ACES services to your client organizations or to answer any questions you may have about this letter.

Sincerely,



Klee Dienes

President, Hadron Industries, Inc.

NEW		SAVE DRAFT		VALIDATE		APPROVE		CAPTURE		ARCHIVE		SAVE TEMPL		DELETE		PRINT	
Transaction Information																	
Award Type:	Delivery/Task Order			Prepared Date:	06/07/2017 12:31:18			Prepared User:	MEGAN.M.FRANCIS3.CIV.W911NF@MAIL.MIL								
Award Status:	Final			Last Modified Date:	06/09/2017 10:10:07			Last Modified User:	DARRYL.SEEGARS.W911NF@US.ARMY.MIL								
Document Information																	
Award ID:	9700	Agency	Procurement Identifier	Modification No	Trans No												
Referenced IDV ID:	9700	W911NF16D0037	0002	0	0												
Reason For Modification:																	
Solicitation ID:	W911NF16R0023																
	Agency Identifier	Main Account	Sub Account	Initiative													
Treasury Account Symbol:														Select One:			
Dates																	
Date Signed (mm/dd/yyyy):	06/09/2017			Amounts													
Effective Date (mm/dd/yyyy):	06/07/2017			Action Obligation:	\$1,353,750.00												
Completion Date (mm/dd/yyyy):	06/14/2018			Base And Exercised Options Value:	\$8,223,805.04												
Est. Ultimate Completion Date (mm/dd/yyyy):	06/14/2019			Base And All Options Value:	\$9,020,089.82												
				Fee Paid for Use of IDV:	\$0.00												
Purchaser Information																	
Contracting Office Agency ID:	2100	Contracting Office Agency Name:	DEPT OF THE ARMY														
Contracting Office ID:	W911NF	Contracting Office Name:	W6QK ACC-APG DURHAM														
Funding Agency ID:	2100	Funding Agency Name:	DEPT OF THE ARMY														
Funding Office ID:	W26AAN	Funding Office Name:	W4G8 DIR NIGHT VISION														
Foreign Funding:	Not Applicable																
Contractor Information																	
SAM Exception:																	
DUNS No:	965992683			Street:	1401 WILSON BLVD LEVEL B STE 101												
Vendor Name:	TRIANGLE EXPERIENCE GROUP, INC.			Street2:													
DBAN:				City:	ARLINGTON												
				State:	VA			Zip:	222092326								
				Country:	UNITED STATES												
				Phone:	(910) 489-9520												
				Fax No:													
				Congressional District:	VIRGINIA 08												
Business Category																	
Organization Type:	CORPORATE NOT TAX			Business Types													
Number of Employees:	28			<input checked="" type="checkbox"/> Corporate Entity, Not Tax Exempt <input checked="" type="checkbox"/> Socio Economic Data <input checked="" type="checkbox"/> Service Disabled Veteran Owned Business <input checked="" type="checkbox"/> Veteran Owned Business <input checked="" type="checkbox"/> Relationship With Federal Government <input checked="" type="checkbox"/> Both (Contracts and Grants) <input checked="" type="checkbox"/> Organization Factors <input checked="" type="checkbox"/> For Profit Organization													
State of Incorporation:	VA																
Country of Incorporation:	USA																
Annual Revenue:	\$400,000																
Contract Data																	
Type of Contract:	Firm Fixed Price																
Multiyear Contract:	No																
Major Program:																	

Exhibit 1—FPDS Entry for W911NF16D0037-0002

Local Area Set Aside:	No ▼
FedBizOpps:	Not Applicable ▼
A76 Action:	No ▼
Commercial Item Acquisition Procedures:	Commercial Item Procedures not used ▼
Number Of Offers Received:	1
Small Business Competitiveness Demonstration Program:	
Commercial Item Test Program:	No ▼
Preference Programs / Other Data	
Contracting Officer's Business Size Selection:	Small Business ▼
Subcontract Plan:	Select One ▼
Price Evaluation Percent Difference:	%

Exhibit 1—FPDS Entry for W911NF16D0037-0002

APPENDIX 16

Version: January 2017
Thru FAC 2005-95

FAR Cost Principles Guide
(Chronology of Cost Principle Revisions Issued in Federal Acquisition
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FAR 31.205-46 -- Travel Costs

1984 FAR (Effective 1 April 1984)

- (a) Costs for transportation, lodging, subsistence, and incidental expenses incurred by contractor personnel in official company business are allowable subject to paragraphs (b) through (f) below. These costs may be based upon (1) actual cost incurred, (2) per diem or mileage, or (3) a combination of (1) and (2) provided the method used does not result in an unreasonable charge.
- (b) Travel costs incurred in the normal course of overall administration of the business are allowable and shall be treated as indirect costs.
- (c) Travel costs directly attributable to specific contract performance are allowable and may be charged to the contract under 31.202.
- (d) The difference in cost between first-class air accommodations and less-than-first-class air accommodations is unallowable except when less-than-first-class accommodations are not reasonably available to meet necessary mission requirements (such as when less-than-first-class accommodations would require circuitous routing, require travel during unreasonable hours, excessively prolong travel, result in increased cost that would offset transportation savings, or would offer accommodations not reasonably adequate for the physical or medical needs of the traveler).
- (e) Costs of travel via contractor-owned, -leased, and -chartered aircraft are subject to the following:
 - (1) "Cost of contractor-owned, -leased, and chartered aircraft," as used in this paragraph, includes the cost of lease, charter, operation (including personnel), maintenance, depreciation, insurance, and other related costs. This cost is allowable, if reasonable, to the extent that the contractor can demonstrate that the use of the aircraft is necessary for the conduct of its business and that the increase in cost, if any, in comparison with alternative means of transportation is commensurate with the advantages gained.
 - (2) Some of the factors to consider in determining the necessity for such aircraft are whether-
 - (i) Scheduled commercial airlines or other suitable less costly travel facilities are available at reasonable times, with reasonable frequency and serving the required destinations conveniently;
 - (ii) It is likely that critical or emergency situations might arise that could not be accommodated as effectively by scheduled commercial airline or other suitable less costly travel facilities;
 - (iii) The increased flexibility in scheduling would result in time savings and more effective use of key personnel;

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(iv) National or industrial security demands privacy for key personnel who must work enroute; and

(v) The contract requires flight testing of equipment.

(3) When the need for contractor-owned, -leased, or-chartered aircraft has been demonstrated, additional factors such as the following shall be considered in determining the reasonableness of costs:

(i) The number, type and size of aircraft needed (involved in this determination are matters such as the number and physical aspects of locations to which flights are required, distances of these locations, number of passengers to be carried, and frequency of flights).

(ii) The appropriateness of the method of acquisition, i.e., purchase, lease, or charter.

(iii) Whether, when the contractor has more than one type or size of aircraft, that available aircraft best suited to the requirements of each individual trip was used.

(4) Where the need for contractor-owned, -leased, or-chartered aircraft has been demonstrated, optimum use of such aircraft, rather than scheduled commercial service, should be made where a cost advantage will result to the Government.

FAC 84-12 (Effective 20 January 1986)

Change first sentence in paragraph (a) as follows:

(a) Costs for transportation, lodging, subsistence, and incidental expenses incurred by contractor personnel in official company business are allowable subject to paragraphs (b) through (e) below.

FAC 84-15 (Effective 7 April 1986)

(a) Costs for transportation, lodging, subsistence, and incidental expenses incurred by contractor personnel in official company business are allowable subject to paragraphs (b) through (e) below. These costs may be based upon (1) actual cost incurred, (2) per diem or mileage, or (3) a combination of (1) and (2) provided the method used does not result in an unreasonable charge.

(b) Travel costs incurred in the normal course of overall administration of the business are allowable and shall be treated as indirect costs.

(c) Travel costs directly attributable to specific contract performance are allowable and may be charged to the contract under 31.202.

(d) Airfare costs in excess of the lowest customary standard, coach, or equivalent airfare offered during normal business hours are unallowable except when such accommodations require circuitous routing, require travel during unreasonable hours, excessively prolong travel,

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result in increased costs that would offset transportation savings, are not reasonably adequate for the physical or medical needs of the traveler, or are not reasonably available to meet mission requirements. However, in order for airfare costs in excess of the above standard airfare to be allowable, the applicable condition(s) set forth above must be documented and justified.

(e) (1) "Cost of travel by contractor-owned, -leased, or-chartered aircraft," as used in this paragraph, includes the cost of lease, charter, operation (including personnel), maintenance, depreciation, insurance, and other related costs.

(2) The costs of travel by contractor-owned, -leased, or-chartered aircraft are limited to the standard airfare described in paragraph (d) of this subsection for the flight destination unless travel by such aircraft is specifically required by contract specification, term, or condition, or a higher amount is approved by the contracting officer. A higher amount may be agreed to when one or more of the circumstances for justifying higher than standard airfare listed in paragraph (d) of this subsection are applicable or when an advance agreement under subparagraph (e)((3) of this subsection has been executed. In all cases, travel by contractor-owned, -leased, or-chartered aircraft must be fully documented and justified. For each contractor-owned, -leased, or-chartered aircraft used for any business purpose which is charged or allocated, directly or indirectly, to a Government contract, the contractor must maintain and make available manifest/logs for all flights on such company aircraft. As a minimum, the manifest/log shall indicate-

- (i) Date, time, and points of departure;
- (ii) Destination, date, and time of arrival;
- (iii) Name of each passenger and relationship to the contractor;
- (iv) Authorization for trip; and
- (v) Purpose of trip.

(3) Where an advance agreement is proposed (see 31.109), consideration may be given to the following:

(i) Whether scheduled commercial airlines or other suitable, less costly, travel facilities are available at reasonable times, with reasonable frequency, and serve the required destinations conveniently.

(ii) Whether increased flexibility in scheduling results in time savings and more effective use of personnel that would outweigh additional travel costs.

(f) Costs of contractor-owned or-leased automobiles, as used in this paragraph, include the costs of lease, operation (including personnel), maintenance, depreciation, insurance, etc. These costs are allowable, if reasonable, to the extent that the automobiles are used for company business. That portion of the cost of company-furnished automobiles that relates to personal use by employees (including transportation to and from work) is compensation for personal services and is unallowable as stated in 31.205-6(m)(2).

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Thru FAC 2005-95

FAR Cost Principles Guide
(Chronology of Cost Principle Revisions Issued in Federal Acquisition
Circulars (FACs) Since 1984)

FAC 84-19 (Effective 31 July 1986)

Replace paragraph (a) as follows:

(a) (1) Costs for transportation, lodging, meals, and incidental expenses incurred by contractor personnel on official company business are allowable subject to paragraphs (b) through (f) of this subsection. Costs for transportation may be based on mileage rates, actual costs incurred, or on a combination thereof, provided the method used results in a reasonable charge. Costs for lodging, meals, and incidental expenses may be based on per diem, actual expenses, or a combination thereof, provided that the method used results in a reasonable charge.

(2) Except as provided in subparagraph (a)(3) of this subsection, costs incurred for lodging, meals, and incidental expenses (as defined in the regulations cited in (a)(2)(i) through (iii) of this subparagraph) shall be considered to be reasonable and allowable only to the extent that they do not exceed on a daily basis the maximum per diem rates in effect at the time of travel as set forth in the-

(i) Federal Travel Regulations, prescribed by the General Services Administration, for travel in the conterminous 48 United States, available on a subscription basis from the Superintendent of Documents, U.S. Government Printing Office, Washington, D.C. 20402, Stock No. 022-001-81003-7;

(ii) Joint Travel Regulations, Volume 2, DoD Civilian Personnel, Appendix A, prescribed by the Department of Defense, for travel in Alaska, Hawaii, The Commonwealth of Puerto Rico, and territories and possessions of the United States, available on a subscription basis from the Superintendent of Documents, U.S. Government Printing Office, Washington, DC 20402, Stock No. 906-010-00000-1; or

(iii) Standardized Regulations (Government Civilians, Foreign Areas), Section 925, "Maximum Travel Per Diem Allowances for Foreign Areas," prescribed by the Department of State, for travel in areas not covered in (a)(2)(i) and (ii) of this subparagraph, available on a subscription basis from the Superintendent of Documents, U.S. Government Printing Office, Washington, DC 20402, Stock No. 744-008-00000-0.

(3) In special or unusual situations, actual costs in excess of the above-referenced maximum per diem rates are allowable provided that such amounts do not exceed the higher amounts authorized for Federal civilian employees as permitted in the regulations referenced in (a)(2)(i), (ii), or (iii) of this subsection. For such higher amounts to be allowable, all of the following conditions must be met:

(i) One of the conditions warranting approval of the actual expense method, as set forth in the regulations referenced in (a)(2)(i), (ii) or (iii) of this subsection, must exist.

(ii) A written justification for use of the higher amounts must be approved by an officer of the contractor's organization or designee to ensure that the authority is properly administered and controlled to prevent abuse.

(iii) If it becomes necessary to exercise the authority to use the higher actual expense method repetitively or on a continuing basis in a particular area, the contractor must obtain advance approval from the contracting officer.

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FAR Cost Principles Guide
(Chronology of Cost Principle Revisions Issued in Federal Acquisition
Circulars (FACs) Since 1984)

(iv) Documentation to support actual costs incurred shall be in accordance with the contractor's established practices provided that a receipt is required for each expenditure in excess of \$25.00. The approved justification required by (a)(3)(ii) and, if applicable, (a)(3)(iii) of this subparagraph must be retained.

(4) Subparagraphs (a)(2) and (a)(3) of this subsection do not incorporate the regulations cited in (a)(2)(i), (ii), and (iii) in their entirety. Only the coverage in the referenced regulations dealing with special or unusual situations, the maximum per diem rates, and definitions of lodging, meals, and incidental expenses are incorporated herein.

(5) An advance agreement (see 31.109) with respect to compliance with subparagraphs (a)(2) and (a)(3) of this subsection may be useful and desirable.

FAC 84-23 (Effective 30 September 1986)

Replace subparagraph (a)(2)(ii) with the following:

(a) (2) (ii) Joint Travel Regulations, Volume 2, DoD Civilian Personnel, Appendix A, prescribed by the Department of Defense, for travel in Alaska, Hawaii, The Commonwealth of Puerto Rico, and territories and possessions of the United States, available on a subscription basis from the Superintendent of Documents, U.S. Government Printing Office, Washington, DC 20402, Stock No. 908-010-00000-1; or

FAC 90-7 (Effective 23 September 1991)

(a) (1) Costs for transportation, lodging, meals, and incidental expenses incurred by contractor personnel on official company business are allowable subject to paragraphs (b) through (f) of this subsection. Costs for transportation may be based on mileage rates, actual costs incurred, or on a combination thereof, provided the method used results in a reasonable charge. Costs for lodging, meals, and incidental expenses may be based on per diem, actual expenses, or a combination thereof, provided that the method used results in a reasonable charge.

(4) Subparagraphs (a)(2) and (a)(3) of this subsection do not incorporate the regulations cited in (a)(2)(i), (ii), and (iii) in their entirety. Only the coverage in the referenced regulations dealing with special or unusual situations, the maximum per diem rates, and definitions of lodging, meals, and incidental expenses are incorporated herein.

(6) The maximum per diem rates referenced in subparagraph (a)(2) of this subsection generally would not constitute a reasonable daily charge -

(i) When no lodging costs are incurred; and/or

(ii) On partial travel days (e.g. day of departure and return).

Appropriate downward adjustments from the maximum per diem rate would normally be required under these circumstances. While these adjustments need not be calculated in accordance with the Federal Travel Regulations or Joint Travel Regulations, they must result in a reasonable charge.

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FAC 90-11 (Effective 12 May 1992)

Revise subparagraph (a)(6) to change the words "Joint Travel Regulations" to "Joint Travel Regulation".

FAC 90-39 (Effective 19 August 1996)

Replace paragraphs (a) and (a)(3)(iv), and add (a)(7) as follows:

(a) Costs for transportation, lodging, meals, and incidental expenses. (1) Costs incurred by contractor personnel on official company business are allowable, subject to the limitations contained in this subsection. Costs for transportation may be based on mileage rates, actual costs incurred, or on a combination thereof, provided the method used results in a reasonable charge. Costs for lodging, meals, and incidental expenses may be based on per diem, actual expenses, or a combination thereof, provided that the method used results in a reasonable charge.

(3) (iv) Documentation to support actual costs incurred shall be in accordance with the contractor's established practices, subject to subparagraph (a)(7) of this subsection, and provided that a receipt is required for each expenditure in excess of \$25.00. The approved justification required by (a)(3)(ii) and, if applicable, (a)(3)(iii) of this subparagraph must be retained.

(7) Costs shall be allowable only if the following information is documented:

- (i) Date and place (city, town, or other similar designation) of the expenses;
- (ii) Purpose of the trip; and
- (iii) Name of person on trip and that person's title or relationship to the contractor.

FAC 97-3 (Effective 9 December 1997); Finalized in FAC 97-5, effective 8/21/98

Revise paragraph (a)(3)(iv) to read as follows:

(a) (3) (iv) Documentation to support actual costs incurred shall be in accordance with the contractor's established practices, subject to paragraph (a)(7) of this subsection, and provided that a receipt is required for each expenditure of \$75.00 or more. The approved justification required by paragraph (a)(3)(ii) and, if applicable, paragraph (a)(3)(iii) of this subsection must be retained.

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FAC 2001-14 (Effective June 23, 2003)

Revise paragraph (a)(2)(i) & (ii) to read as follows:

- (a) (2) (i) Federal Travel Regulations, prescribed by the General Services Administration, for travel in the contiguous United States, available on a subscription basis from the—
- (ii) Joint Travel Regulation, Volume 2, DoD Civilian Personnel, Appendix A, prescribed by the Department of Defense, for travel in Alaska, Hawaii, and outlying areas of the United States, available on a subscription basis from the—

FAC 2001-16 (Effective October 31, 2003)

Remove paragraphs (b) and (c), and redesignate paragraphs (d), (e), and (f) as (b), (c), and (d), respectively; and in the introductory text of newly designated paragraph (c)(2), remove "paragraph (d)" each time it appears (twice) and add "paragraph (b)" in their place; and remove "subparagraph (e)(3)" and add "paragraph (c)(3)" in its place.

FAC 2005-38 (Effective January 11, 2010)

Amend section 31.205-46 by revising paragraph (b); and by removing from paragraph (c)(2) introductory text the word "standard" and replacing it with the word "allowable" wherever it appears (twice). The revised text reads as follows:

(b) Airfare costs in excess of the lowest priced airfare available to the contractor during normal business hours are unallowable except when such accommodations require circuitous routing, require travel during unreasonable hours, excessively prolong travel, result in increased cost that would offset transportation savings, are not reasonably adequate for the physical or medical needs of the traveler, or are not reasonably available to meet mission requirements. However, in order for airfare costs in excess of the above airfare to be allowable, the applicable condition(s) set forth above must be documented and justified.

(c) (1) "Cost of travel by contractor-owned, -leased, or -chartered aircraft," as used in this paragraph, includes the cost of lease, charter, operation (including personnel), maintenance, depreciation, insurance, and other related costs.

(2) The costs of travel by contractor-owned, -leased, or -chartered aircraft are limited to the allowable airfare described in paragraph (b) of this subsection for the flight destination unless travel by such aircraft is specifically required by contract specification, term, or condition, or a higher amount is approved by the contracting officer.

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FAR 31.205-47 – Costs Related to Legal and Other Proceedings

1984 FAR (Effective 1 April 1984)

(a) Definitions. "Costs," as used in this subsection, include, but are not limited to, administrative and clerical expenses; the cost of legal services, whether performed by in-house or private counsel; the costs of the services of accountants, consultants, or others retained by the contractor to assist it; the salaries and wages of employees, officers, and directors; and any of the foregoing costs incurred before commencing the formal judicial or administrative proceedings which bear a direct relationship to the proceedings.

"Fraud," as used in this subsection, means (1) acts of fraud or corruption or attempts to defraud the Government or to corrupt its agents, (2) acts which constitute a cause for debarment or suspension under 9.406-2(a) and 9.407-2(a) and (3) acts which violate the False Claims Act, 31 U.S.C., sections 3729-3731, or the Anti-Kickback Act, 41 U.S.C., sections 51 and 54.

(b) Costs incurred in connection with defense of any (1) criminal or civil investigation, grand jury proceeding or prosecution, (2) civil litigation, or (3) suspension, debarment or other administrative proceedings, or any combination of the foregoing, brought by the Government against a contractor, its agent or employee, are unallowable when the charges, which are the subject of the investigation, proceedings, or prosecution, involve fraud on the part of the contractor, its agent or employee, as defined below, and result in conviction (including conviction entered on a plea of nolo contendere), judgment against the contractor, its agent or employees, or decision to debar or suspend, or are resolved by consent or compromise.

(c) In circumstances where the charges of fraud are resolved by consent or compromise, the parties may agree as to the extent of allowability of such costs as a part of such resolution.

(d) Costs which may be unallowable under 31.205-47 shall be differentiated and accounted for by the contractor so as to be separately identifiable. During the pendency of any proceeding or investigation covered by paragraph (b) above, the contracting officer should generally withhold payment of such costs. However, the contracting officer may in appropriate circumstances provide for conditional payment upon provision of adequate security, or other adequate assurance, and agreement by the contractor to repay all unallowable costs, plus interest, if a conviction or judgment is rendered against it.

FAC 84-12 (Effective 20 January 1986)

Change paragraph (b) as follows:

(b) Costs incurred in connection with defense of any (1) criminal or civil investigation, grand jury proceeding or prosecution, (2) civil litigation, or (3) suspension, debarment or other administrative proceedings, or any combination of the foregoing, brought by the Government

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against a contractor, its agent or employee, are unallowable when the charges, which are the subject of the investigation, proceedings, or prosecution, involve fraud on the part of the contractor, its agent or employee, as defined above, and result in conviction (including conviction entered on a plea of nolo contendere), judgment against the contractor, its agent or employees, or decision to debar or suspend, or are resolved by consent or compromise.

FAC 84-15 (Effective 7 April 1986)

Change paragraphs (b) and (d) as follows:

(b) Costs incurred in connection with defense of any (1) criminal or civil investigation, grand jury proceeding, or prosecution; (2) civil litigation; or (3) administrative proceedings such as suspension or debarment, or any combination of the foregoing, brought by the Government against a contractor, its agents or employees, are unallowable when the charges, which are the subject of the investigation, proceedings, or prosecution, involve fraud or similar offenses (including filing a false certification) on the part of the contractor, its agents or employees, and result in conviction (including conviction entered on a plea of nolo contendere), judgment against the contractor, its agents or employees, or decision to debar or suspend, or are resolved by consent or compromise.

(d) Costs which may be unallowable under 31.205-47, including directly associated costs, shall be differentiated and accounted for by the contractor so as to be separately identifiable. During the pendency of any proceeding or investigation covered by paragraph (b) of this subsection, the contracting officer should generally withhold payment of such costs. However, the contracting officer may in appropriate circumstances provide for conditional payment upon provision of adequate security, or other adequate assurance, and agreement by the contractor to repay all unallowable costs, plus interest, if a conviction or judgment is rendered against it.

FAC 84-44 (Effective 17 April 1989)

(a) Definitions. "Conviction," as used in this subsection, is defined in 9.403.

"Costs," include, but are not limited to, administrative and clerical expenses; the cost of legal services, whether performed by in-house or private counsel; the costs of the services of accountants, consultants, or others retained by the contractor to assist it; all elements of compensation, related costs, and expenses of employees, officers, and directors; and any similar costs incurred before, during, and after commencement of a judicial or administrative proceeding which bears a direct relationship to the proceedings. "Fraud," as used in this subsection, means (1) acts of fraud or corruption or attempts to defraud the Government or to corrupt its agents, (2) acts which constitute a cause for debarment or suspension under 9.406-2(a) and 9.407-2(a) and (3) acts which violate the False Claims Act, 31 U.S.C. sections 3729-3731, or the Anti-Kickback Act, 41 U.S.C., sections 51 and 54.

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"Penalty," does not include restitution, reimbursement, or compensatory damages.

"Proceeding," includes an investigation.

(b) Costs incurred in connection with any proceeding brought by Federal, State, local or foreign Government for violation or, or a failure to comply with, law or regulation by the contractor (including its agents or employees) are unallowable if a result is-

- (1) In a criminal proceeding, a conviction;
- (2) In a civil or administrative proceeding, either a finding of contractor liability or imposition of a monetary penalty;
- (3) A final decision by an appropriate official of an executive agency to-
 - (i) Debar or suspend the contractor;
 - (ii) Rescind or void a contract; or
 - (iii) Terminate a contract for default by reason of a violation or failure to comply with a law or regulation.

(4) Disposition of the matter by consent or compromise if the proceeding could have led to any of the outcomes listed in subparagraphs (b)(1) through (3) of this subsection (but see paragraphs (c) and (d) of this subsection); or

(5) Not covered by subparagraphs (b)(1) through (4) of this subsection, but where the underlying alleged contractor misconduct was the same as that which led to a different proceeding whose costs are unallowable by reason of subparagraphs (b)(1) through (4) of this subsection.

(c) To the extent they are not otherwise unallowable, costs incurred in connection with any proceeding under paragraph (b) of this subsection commenced by the United States that is resolved by consent or compromise pursuant to an agreement entered into between the contractor and the United States, and which are unallowable solely because of paragraph (b) of this subsection, may be allowed to the extent specifically provided in such agreement.

(d) To the extent that they are not otherwise unallowable, costs incurred in connection with any proceeding under paragraph (b) of this subsection commenced by a State, local, or foreign government may be allowable when the contracting officer (or other official specified in agency procedures) determines, that the costs were incurred either:

- (1) As a direct result of a specific term or condition of a Federal contract; or
- (2) As a result of compliance with specific written direction of the cognizant contracting officer.

(e) Costs incurred in connection with proceedings described in paragraph (b) of this subsection, but which are not made unallowable by that paragraph, may be allowable to the extent that:

- (1) The costs are reasonable in relation to the activities required to deal with the proceeding and the underlying cause of action;

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(2) The costs are not otherwise recovered from the Federal Government or a third party, either directly as a result of the proceeding or otherwise; and

(3) The percentage of costs allowed does not exceed the percentage determined to be appropriate considering the complexity of procurement litigation, generally accepted principles governing the award of legal fees in civil actions involving the United States as a party, and such other factors as may be appropriate. Such percentage shall not exceed 80 percent. However, if an agreement reached under paragraph (c) of this subsection has explicitly considered this 80 percent rule, then the full amount of costs resulting from that agreement shall be allowable.

(f) Costs not covered elsewhere in this subsection are unallowable if incurred in connection with-

(1) Defense against Government claims or appeals or the prosecution of claims or appeals against the Government (see 33.201).

(2) Organization, reorganization, (including mergers and acquisitions) or resisting mergers and acquisitions (see also 31.205-27).

(3) Defense of antitrust suits.

(4) Defense of suits brought by employees or ex-employees of the contractor under section 2 of the Major Fraud Act of 1988 where the contractor was found liable or settled.

(5) Costs of legal, accounting, and consultant services and directly associated costs incurred in connection with the defense or prosecution of lawsuits or appeals between contractors arising from either (1) an agreement or contract concerning a teaming arrangement, a joint venture, or similar arrangement of shared interest; or (2) dual sourcing, coproduction, or similar programs, are unallowable, except when (i) incurred as a result of compliance with specific terms and conditions of the contract or written instructions from the contracting officer, or (ii) when agreed to in writing by the contracting officer.

(6) Patent infringement litigation, unless otherwise provided for in the contract.

(7) Representation of, or assistance to, individuals, groups, or legal entities which the contractor is not legally bound to provide, arising from an action where the participant was convicted of violation of a law or regulation or was found liable in a civil or administrative proceeding.

(g) Costs which may be unallowable under 31.205-47, including directly associated costs, shall be segregated and accounted for by the contractor separately. During the pendency of any proceeding covered by paragraph (b) and subparagraphs (f)(4) and (f)(7) of this subsection, the contracting officer shall generally withhold payment of such costs. However, if in the best interests of the Government, the contracting officer may provide for conditional payment upon the provisions of adequate security, or other adequate assurance, and agreement by the contractor to repay all unallowable costs, plus interest, if the costs are subsequently determined to be unallowable.

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FAC 90-3 (Effective 22 January 1991)

Replace paragraphs (a), (b), and (f)(1) as follows:

- (a) Definitions. "Conviction," as used in this subsection, is defined in 9.403.

"Costs" include, but are not limited to, administrative and clerical expenses; the costs of legal services, whether performed by in-house or private counsel; the costs of the services of accountants, consultants, or others retained by the contractor to assist it; costs of employees, officers, and directors; and any similar costs incurred before, during, and after commencement of a judicial or administrative proceeding which bears a direct relationship to the proceeding.

"Fraud," as used in this subsection, means (1) acts of fraud or corruption or attempts to defraud the Government or to corrupt its agents, (2) acts which constitute a cause for debarment or suspension under 9.406-2(a) and 9.407-2(a) and (3) acts which violate the False Claims Act, 31 U.S.C. sections 3729-3731, or the Anti-Kickback Act, 41 U.S.C., sections 51 and 54.

"Penalty," does not include restitution, reimbursement, or compensatory damages.

"Proceeding," includes an investigation.

- (b) Costs incurred in connection with any proceeding brought by Federal, State, local or foreign Government for violation or, or a failure to comply with, law or regulation by the contractor (including its agents or employees) are unallowable if the result is-

- (1) In a criminal proceeding, a conviction;
- (2) In a civil or administrative proceeding, either a finding of contractor liability where the proceeding involves a allegation of fraud or similar misconduct or imposition of a monetary penalty where the proceeding does not involve an allegation of fraud or similar misconduct;
- (3) A final decision by an appropriate official of an executive agency to-
 - (i) Debar or suspend the contractor;
 - (ii) Rescind or void a contract; or
 - (iii) Terminate a contract for default by reason of a violation or failure to comply with a law or regulation.
- (4) Disposition of the matter by consent or compromise if the proceeding could have led to any of the outcomes listed in subparagraphs (b)(1) through (3) of this subsection (but see paragraphs (c) and (d) of this subsection); or
- (5) Not covered by subparagraphs (b)(1) through (4) of this subsection, but where the underlying alleged contractor misconduct was the same as that which led to a different proceeding whose costs are unallowable by reason of subparagraphs (b)(1) through (4) of this subsection.

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- (f) (1) Defense against Federal Government claims or appeals or the prosecution of claims or appeals against the Federal Government (see 33.201).

FAC 90-41 (Effective 7 October 1996)

Add paragraph (f)(8) as follows:

- (f) (8) Protests of Federal Government solicitations or contract awards, or the defense against protests of such solicitations or contract awards, unless the costs of defending against a protest are incurred pursuant to a written request from the cognizant contracting officer.

FAC 97-9 (Effective 29 December 1998)

Revise the introductory text of paragraph (b); redesignate (c) as (c)(1) and add (c)(2); and revise paragraph (e)(3) to read as follows:

- (b) Costs incurred in connection with any proceeding brought by a Federal, State, local, or foreign government for violation of, or a failure to comply with, law or regulation by the contractor (including its agents or employees), or costs incurred in connection with any proceeding brought by a third party in the name of the United States under the False Claims Act, 31 U.S.C. 3730, are unallowable if the result is--
- (c) (2) In the event of a settlement of any proceeding brought by a third party under the False Claims Act in which the United States did not intervene, reasonable costs incurred by the contractor in connection with such a proceeding, that are not otherwise unallowable by regulation or by separate agreement with the United States, may be allowed if the contracting officer, in consultation with his or her legal advisor, determines that there was very little likelihood that the third party would have been successful on the merits.
- (e) (3) The percentage of costs allowed does not exceed the percentage determined to be appropriate considering the complexity of procurement litigation, generally accepted principles governing the award of legal fees in civil actions involving the United States as a party, and such other factors as may be appropriate. Such percentage shall not exceed 80 percent. Agreements reached under paragraph (c) of this subsection shall be subject to this limitation. If, however, an agreement described in paragraph (c)(1) of this subsection explicitly states the amount of otherwise allowable incurred legal fees and limits the allowable recovery to 80 percent or less of the stated legal fees, no additional limitation need be applied. The amount of reimbursement allowed for legal costs in connection with any proceeding described in paragraph (c)(2) of this subsection shall be determined by the cognizant contracting officer, but shall not exceed 80 percent of otherwise allowable legal costs incurred.

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FAC 97-21 (Effective January 19, 2001; stayed by FAC 97-24, effective April 3, 2001; rescinded by FAC 2001-03, effective December 27, 2001)

(b) * * *

(2) In a civil or administrative proceeding, a finding that the contractor violated, or failed to comply with, a law or regulation;

FAC 1999-403 (Effective March 12, 2001, delayed until May 11, 2001 by executive order)

Amend section 31.205-47 in the heading of paragraph (a) by adding ``As used in this subpart--" after ``Definitions.", and by removing the definition ``Conviction"; and in paragraph (f)(5) by redesignating paragraphs (i) & (ii) as (A) and (B), and (1) and (2) as (i) and (ii), respectively. The added text reads as follows:

31.205-47 Costs related to legal and other proceedings.

(a) Definitions. As used in this subpart--

* * * * *

FAC 2005-70 (Effective September 30, 2013)

Amend section 31.205-47 by revising the introductory text of paragraph (b), and paragraph (b)(2) to read as follows:

31.205-47 Costs related to legal and other proceedings.

* * * * *

(b) In accordance with 41 U.S.C. 4310 and 10 U.S.C. 2324(k), costs incurred in connection with any proceeding brought by a Federal, State, local, or foreign government, or by a contractor or subcontractor employee submitting a whistleblower complaint of reprisal in accordance with 41 U.S.C. 4712 or 10 U.S.C. 2409, for violation of, or a failure to comply with, law or regulation by the contractor (including its agents or employees), or costs incurred in connection with any proceeding brought by a third party in the name of the United States under the False Claims Act, 31 U.S.C. 3730, are unallowable if the result is—

* * * * *

(2) In a civil or administrative proceeding, either a finding of contractor liability where the proceeding involves an allegation of fraud or similar misconduct; or imposition of a